

**STATE OF NEW HAMPSHIRE**  
**BEFORE THE**  
**PUBLIC UTILITIES COMMISSION**  
**DOCKET NO. DT 07-011**

**Joint Petition of Verizon New England Inc., et al.  
and FairPoint Communications, Inc.  
Transfer of New Hampshire Assets of  
Verizon New England Inc. et al.**

**Direct Testimony of**

**Robert V. Falcone  
and  
Charles H. King, Ph.D.**

**On Behalf of**

**The Public Utilities Commission  
of New Hampshire  
Staff**

**August 1, 2007**

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1 **INTRODUCTION**

2 **Q. Mr. Falcone, please state your full name, employer, business address and**  
3 **position.**

4 A. My name is Robert V. Falcone. My business address is 9 Ashwood Trail, Long  
5 Valley, New Jersey 07853. I am a self-employed consultant working under  
6 contract for The Liberty Consulting Group.

7 **Q. On whose behalf are you testifying in this proceeding?**

8 A. I am testifying on behalf of the Staff of the New Hampshire Public Utilities  
9 Commission.

10 **Q. Please describe your experience in the telecommunications industry and your**  
11 **educational background.**

12 A. I have over 36 years of experience in the telecommunications industry. I began  
13 my career in 1970, working for AT&T as a central office switch technician in  
14 New York City. In 1978, I was promoted to a first level manager in AT&T's  
15 network operations department. As a first level manager I held various  
16 assignments in AT&T's operations and engineering departments. In 1986, I was  
17 promoted to a second level manager responsible for AT&T's access engineering  
18 in the Northeast. I also held assignments as a product implementation manager in  
19 Bell Laboratories, project manager for the implementation of a new circuit  
20 switched network in Canada in a joint venture with Unitel of Canada and  
21 implementation manager for AT&T's conversion of its access network to SS7  
22 out-of-band signaling. In 1994, I was promoted to a District Manager responsible  
23 for technical support of AT&T's local market network implementation. In 1997, I

1 was promoted to a Division Manager responsible for supporting the AT&T  
2 regions with their local market entry initiatives. I retired from AT&T in June of  
3 1998. Since leaving AT&T I have generally been employed as an independent  
4 consultant working for various clients on telecommunications industry related  
5 engagements. However, during that time I also held brief full time employment  
6 assignments for Quorum Communications and for KPMG Consulting. I hold a  
7 B.S. in Business Administration from Adelphi University, Garden City, New  
8 York. Additionally, I attended a number of technical and business related courses  
9 offered by the AT&T School of Business when I was employed by AT&T on a  
10 full time basis.

11 **Q. What aspects of your work experience are particularly relevant to this**  
12 **docket?**

13 A. I have extensive hands-on experience with telecommunications network  
14 operations, engineering and planning during my 28 years of employment with  
15 AT&T. In addition, there are two recent assignments that are especially relevant  
16 to this docket.

17 First, from 1998 through 2003, I worked with BearingPoint (formally  
18 KPMG Consulting) on the 271 compliance test of various Regional Bell  
19 Operating Companies (RBOCs) back office Operations Support Systems (OSS).  
20 These RBOCs included Verizon, BellSouth, Ameritech and Qwest. In this  
21 assignment I was team leader of BearingPoint's Systems Engineering Group,  
22 which was responsible for the development of the OSS test plans, establishing the  
23 test bed requirements and overseeing overall test execution. I was later assigned

1 by BearingPoint to be the team lead of the Maintenance and Repair testing team  
2 for the Ameritech test. This assignment gave me a good understanding of the  
3 Incumbent Local Exchange Carrier's (ILEC) legacy OSS and how these systems  
4 must interact with each other to function properly to provide seamless service to  
5 wholesale and end user customers. It also provided me with a good understanding  
6 of testing strategies, plans and execution.

7 Second, from September 2005 through April 2007, I worked for  
8 BearingPoint on its engagement to develop an integrated OSS platform for  
9 Hawaiian Telcom. Verizon sold its wireline telecommunications assets in Hawaii  
10 to the Carlyle Group, a transaction that is very similar to the proposed transfer of  
11 Verizon's assets in New Hampshire to FairPoint being evaluated in this docket.  
12 As a result of this sale, the Carlyle Group was required to establish its own suite  
13 of OSS to replace Verizon's systems, a situation parallel to that of the proposed  
14 Verizon-FairPoint transaction. In my assignment, I worked as a subject matter  
15 expert providing development support to BearingPoint's Wholesale Services  
16 Team from September 2005 through March 2006. From April 2006 through April  
17 2007, I worked in BearingPoint's Regulatory Reporting Development group  
18 assuming the role of team lead for this group in June 2006. This assignment with  
19 BearingPoint on the Hawaiian Telcom project allowed me to witness firsthand the  
20 difficulties involved with replacing the incumbent's OSS with a new set of  
21 systems and the resulting impact on customer service.

22 **Q. Mr. King, please state your full name, employer, business address and**  
23 **position.**

1 A. My name is Charles H. King, Jr. My business address is 43 Manor Drive,  
2 Basking Ridge, New Jersey 07920. I am employed by The Liberty Consulting  
3 Group as Executive Consultant.

4 **Q. On whose behalf are you testifying in this proceeding?**

5 A. I am testifying on behalf of the Staff of the New Hampshire Public Utilities  
6 Commission.

7 **Q. Please describe your experience in the telecommunications industry and your  
8 educational background.**

9 A. I have over 28 years of experience in the telecommunications industry. I began  
10 my career in 1979 at Bell Laboratories, as a Member of Technical Staff working  
11 on business analysis support modeling, and I was promoted to Supervisor in 1980.  
12 While at Bell Laboratories, I led a group engaged in developing and employing  
13 novel techniques for retail customer market and demand analysis for both  
14 consumer and business customers. In 1986, I transferred to the AT&T Consumer  
15 Communications Services as a Regulatory Director, responsible for developing  
16 public policy positions and advocacy with regulatory bodies related to access and  
17 regulatory financial matters. I also managed a team responsible for all AT&T  
18 regulatory financial reporting. During 1994 and 1995, I was on a special  
19 assignment associated with AT&T's purchase of Alascom from Pacific Telecom,  
20 Inc. In 1995, I became a Division Manager in AT&T's newly created Local  
21 Services Division.

22 I retired from AT&T in 1998, and joined KMPG Consulting, later  
23 renamed BearingPoint, as Senior Manager in the Information, Communications,

1 and Entertainment practice, and was promoted to Managing Director in 2000. At  
2 KPMG Consulting/BearingPoint, I managed and participated in a number of  
3 engagements principally related to the competitive local telecommunications  
4 business. I left BearingPoint in 2003 and have since been employed as Executive  
5 Consultant at The Liberty Consulting Group (“Liberty”).

6 I have a Bachelor of Arts degree in physics, summa cum laude, from  
7 Northwestern University and Master of Philosophy and Doctor of Philosophy  
8 degrees in physics from Yale University. I am also a graduate of the Wharton  
9 Business School’s Advanced Management Program.

10 **Q. What aspects of your work experience are particularly relevant to this**  
11 **docket?**

12 A. My experience has made me intimately familiar with the full range of  
13 telecommunications services and operations, whether retail or wholesale and  
14 whether local or long distance. Many of my assignments have direct relevance to  
15 this docket. In my work associated with AT&T’s purchase of Alascom, I was  
16 involved in the purchase negotiations, led the team that developed the business  
17 case for the purchase presented to the AT&T Board of Directors, and then became  
18 the AT&T Alascom Transition Director, leading the team that managed the  
19 transition from purchase agreement to the closing of the purchase.

20 My most recent experience is particularly relevant to the wholesale  
21 market. While working in the AT&T Local Services Division, I led teams  
22 responsible for analyzing alternative competitive local services entry strategies  
23 and representing AT&T at the various bodies of the Alliance for

1 Telecommunications Solutions (ATIS), developing industry standards for  
2 interactions between incumbent local exchange carriers (ILECs) and competitive  
3 local exchange carriers (CLECs). In that position, I also helped organize and  
4 acted as Vice Chairman of the Local Competition Users group, a coalition of  
5 interexchange carriers engaged in entering the competitive local  
6 telecommunications market.

7 While at KMPG Consulting/BearingPoint, I managed and/or participated  
8 in engagements with state regulators in 29 states for the purpose of 271  
9 compliance testing of RBOCs, including Verizon, BellSouth, Qwest, and  
10 Ameritech. My particular specialties were in the development of testing methods,  
11 development of test beds to use for transactions testing, development of  
12 transactions test cases, testing of service quality metrics, and involvement of  
13 CLECs in live testing. I also directly managed or supervised the management of  
14 several of these tests, including those of Verizon in Pennsylvania, New Jersey,  
15 Rhode Island, and Virginia. I also was intimately involved in developing and  
16 participating in the first OSS Test, that of Verizon in New York.

17 At Liberty, I have participated in and managed a number of engagements  
18 for various public utility commissions throughout the United States, including  
19 arbitration of interconnection agreements and audits of wholesale performance  
20 assurance plans and service quality measurements of Verizon, Qwest, and  
21 BellSouth in various states.

22 **PURPOSE OF TESTIMONY**

23 **Q. Please summarize the purpose of your testimony.**

1 A. Our testimony focuses on the operational issues that FairPoint is faced with and  
2 the potential impact of these issues on the quality of service provided to the  
3 residents and businesses of New Hampshire. Our testimony will address seven  
4 key operational areas:

- 5 1. Broadband Plans and Commitments
- 6 2. Other Network Issues
- 7 3. The Transitional Services Agreement (TSA) and Back-office System  
8 Integration
- 9 4. Staffing
- 10 5. Network Service Quality
- 11 6. Retail Service
- 12 7. Wholesale Service

### 13 **BROADBAND PLANS AND COMMITMENTS**

14 **Q. Has FairPoint provided any indication of what its broadband plans are?**

15 A. Yes, FairPoint has indicated that its immediate goal is to substantially increase  
16 broadband availability in New Hampshire within twelve months of close. (See the  
17 Direct Testimony of Michael L. Harrington, March 23, 2007, page 13, lines 7 and  
18 8 and FairPoint's response to Staff Data Request 2-35.)

19 **Q. Does FairPoint have any experience with DSL in northern New England?**

20 A. According to FairPoint, 92 percent of its existing 62,160 lines in Maine, New  
21 Hampshire and Vermont are qualified to provide DSL service. FairPoint indicated  
22 that its lines in New Hampshire are not counted independently but are included  
23 with its Northland Maine property where 91 percent of the 21,648 lines are DSL

1 qualified. FairPoint also stated that prior to its taking possession of this property,  
2 none of the lines located in New Hampshire that were associated with this  
3 acquisition were DSL qualified. (See the Direct Testimony of Michael L.  
4 Harrington, March 23, 2007, page 10, lines 11 and 12 and FairPoint's response to  
5 Staff Data Request 2-27.)

6 **Q. What information exists about the percent of the lines in Verizon's service**  
7 **area in New Hampshire that are DSL capable?**

8 A. According to FairPoint, 63 percent of Verizon's lines in New Hampshire are  
9 qualified to provide DSL service, based on the Verizon data that FairPoint  
10 reviewed. (See the Direct Testimony of Michael L. Harrington, March 23, 2007,  
11 page 10, lines 8 and 9.) We also note that the FCC report on broadband  
12 availability as of June 30, 2006, indicates that DSL is available to only 59 percent  
13 of residential premises in New Hampshire and that New Hampshire has the lowest  
14 level of DSL availability in the United States.

15 **Q. Will FairPoint offer other high-speed data options in New Hampshire?**

16 A. The Direct Testimony of Michael L. Harrington, March 23, 2007, page 11, lines 6  
17 -8, indicates that FairPoint will take over and operate Verizon's fiber-to-the-  
18 premises (FTTP) network, but not the Verizon branded FiOS service. FairPoint  
19 indicated it will provide similar services but not under the FiOS name. However,  
20 FairPoint indicated in response to Staff Data Request 2-39 that it currently has no  
21 firm plans regarding any future deployment of FTTP, stating that "appropriate  
22 business case justification" will be required for any future FTTP deployments.  
23 FairPoint also stated in its response to Staff Data Request 2-30 that it will

1 continue to offer voice and high-speed data over the FTTP facilities already  
2 deployed and that the deployment of video services will be subject to an  
3 appropriate business case.

4 **Q. What experience does FairPoint have with FTTP in its current network?**

5 A. FairPoint indicated in response to Staff Data Request 2-29 that it has deployed  
6 FTTP in “Greenfield” service areas such as new developments supporting voice,  
7 high speed data and IPTV.

8 **Q. What specifics has FairPoint provided about its broadband expansion plans?**

9 A. FairPoint provided Staff a copy of its broadband expansion plan as a confidential  
10 attachment CFPNH 2158-CFPNH 2170. According to this plan, [**BEGIN**  
11 **HIGHLY CONFIDENTIAL**]

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17 **[END HIGHLY CONFIDENTIAL]** We note, however, that a recent  
18 FairPoint press release suggests that this plan may already have been modified to  
19 reduce the overall investment and geographic coverage of the plan in New  
20 Hampshire.

21 **Q. What specifics does this plan provide on the technology FairPoint will deploy**  
22 **to accomplish its broadband objectives?**

1 A. FairPoint's deployment plan consists of a three-phase approach. **[BEGIN**  
2 **HIGHLY CONFIDENTIAL]**

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**[END HIGHLY CONFIDENTIAL]**

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In summary, FairPoint's plan involves converting to the use of IP/Ethernet  
22 technology. Most of the work in the early phases is associated with the  
23 implementation of that technology without a large accompanying increase in DSL

1 availability. The most significant increase in DSL availability does not occur  
2 until the third phase of the plan.

3 **Q. What is the advantage of FairPoint's DSL approach?**

4 A. According to FairPoint's Vermont witness Douglas C. Sicker, FairPoint's  
5 planned DSL architecture will support a range of access technologies including  
6 basic telephone service, Asymmetric DSL (ADSL), Very-High-Data-Rate DSL  
7 (VDSL), and FTTP. Thus, this technology not only supports DSL but is also  
8 forward compatible with full fiber-based technologies, such as FTTP. (See  
9 Vermont Rebuttal Testimony of Douglas C. Sicker, Ph. D., June 27, 2007 page  
10 23, lines 2 through 4 and page 31, lines 2 through 12.)

11 **Q. What experience does FairPoint have with this technology?**

12 A. FairPoint indicated in its plan that it has deployed this architecture in at least six  
13 of its current properties. These deployments are geographically dispersed across  
14 the country.

15 **Q. How much of FairPoint's capital budget for broadband expansion does it  
16 intend to allocate to New Hampshire?**

17 A. FairPoint has indicated that its total capital budget for broadband expansion is \$44  
18 million. **[BEGIN HIGHLY CONFIDENTIAL]**

19 **[END**

20 **HIGHLY CONFIDENTIAL]**

21 **Q. What do you conclude from your review of FairPoint's broadband expansion  
22 plan about its ability to expand broadband service in New Hampshire to the  
23 levels proposed by FairPoint?**

1 A. We have two main concerns about FairPoint’s ability to carry out its plan to  
2 expand the broadband availability in New Hampshire to the levels promised by  
3 FairPoint. First, we believe that FairPoint’s broadband expansion plan is based on  
4 too many unsupported assumptions. Second, we believe that, as a result, it is very  
5 likely that FairPoint’s estimate of the capital it will need to implement its plan is  
6 significantly understated.

7 **Q. Why do you believe that FairPoint’s plan is based on too many unsupported**  
8 **assumptions?**

9 A. FairPoint has made several key unsupported assumptions, and if these  
10 assumptions prove to be incorrect, FairPoint will be unable to execute each phase  
11 of the plan on time and on budget. **[BEGIN HIGHLY CONFIDENTIAL]**

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**[END HIGHLY CONFIDENTIAL]**

14 **Q. Why do you consider these assumptions to be the most critical?**

15 A. The core of FairPoint’s strategy (as noted in its response to Staff Data Request 2-  
16 28) is to deploy DSL equipment closer to the customer, **[BEGIN HIGHLY**  
17 **CONFIDENTIAL]**

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**[END HIGHLY**

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**CONFIDENTIAL]** We have identified four critical assumptions that FairPoint

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made to accomplish this objective:

- 1           1. There is sufficient spare fiber capacity to each of the remote digital loop  
2           carrier cabinets identified for inclusion in its deployment.
- 3           2. There is sufficient space in each of these cabinets for the installation of  
4           FairPoint's equipment.
- 5           3. There is sufficient power to the remote digital loop carrier (DLC) cabinets to  
6           support the additional equipment being installed in the cabinet.
- 7           4. All of the copper lines connecting the DLC cabinet to the customer's  
8           premises will be capable of supporting DSL service.

9   **Q.   What significance has FairPoint placed on the need for spare fiber capacity,**  
10 **sufficient cabinet space and sufficient power in carrying out its broadband**  
11 **deployment plans?**

12 A.   FairPoint recognized the need for spare fiber capacity, sufficient cabinet space  
13 and sufficient power in carrying out its broadband deployment plans in its  
14 responses to Staff Data Request 2-35. In its initial response to this data request,  
15 FairPoint stated that, "Close to 60% of the DLC sites are fiber fed which *might*  
16 [emphasis added] render DSL deployment feasible in the near term given  
17 consideration for appropriate business case support (sizing, cabinet space, power,  
18 transport system, fiber or lambda availability, cost, projected customer take-rates,  
19 etc.)." In its second supplemental response to this same data request, FairPoint  
20 acknowledged these requirements among the seven assumptions underlying its  
21 broadband expansion plans for New Hampshire. FairPoint's seven planning  
22 assumptions are:

- 23           • The information provided by Verizon is up to date and accurate

- 1 • Fiber is available at the sites it selected
- 2 • Equipment rack space is available or easily obtainable in the central
- 3 offices and the outside plant DLC cabinets
- 4 • The necessary power requirements can be obtained
- 5 • The existing fiber cables are in good repair and usable
- 6 • A limited amount of fiber splicing will be required, and
- 7 • All installation is performed in accordance with applicable provisions of
- 8 collective bargaining agreements at existing labor rates.

9 **Q. What is your view of FairPoint’s assumptions about its ability to extend**  
10 **broadband capabilities to the remote DLC cabinets?**

11 A. FairPoint’s assumptions are not supported, because FairPoint’s due diligence did  
12 not include a review of the fiber-fed DLC locations that FairPoint has identified in  
13 its deployment plans. In response to Staff Data Request 2-9 inquiring about  
14 FairPoint’s outside plant due diligence efforts FairPoint, stated, “[Outside plant]  
15 sites were selected based on Verizon’s listing of remote sites. The main purpose  
16 of the [outside plant] inspections was to begin the process of estimating the  
17 broadband deployment, thus *FairPoint narrowed its sample universe to copper-*  
18 *fed remotes* [emphasis added].” **[BEGIN HIGHLY CONFIDENTIAL]**

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[END HIGHLY CONFIDENTIAL]

**Q. Discuss your view of the validity of FairPoint’s assumption that 100 percent of the copper lines from the DLC cabinets to the customer’s premises are capable of supporting DSL.**

A. FairPoint has no foundation for its assumption that 100 percent of copper lines from DLC cabinets to the customer’s premises are capable of supporting DSL. Verizon must install load coils on long copper loop lengths in order to provide standard voice-grade service. Such coils are typically required for loop lengths beyond 18,000 loop route feet but may be required for shorter lengths in some instances. Adding load coils on a line make it incapable of supporting DSL service. It is likely there will be lines from the DLC cabinets to the customer premises, particularly in rural areas of New Hampshire, that will contain copper of sufficient length to require load coils. It takes a thorough review of the loop distribution facility records for the loop plant served by the DLC cabinets selected by FairPoint to produce a valid assumption about how many lines this equipment deployment will actually support. FairPoint has not undertaken this review; therefore it has no way of knowing how many lines will be supported by its DSL equipment deployments to these cabinets.

1 **Q. Do you know what percent of the lines in these DLC cabinets will contain**  
2 **load coils?**

3 A. No. Without access to the same Verizon loop lay-out records that FairPoint needs  
4 to examine, we cannot estimate how many lines will not support DSL service  
5 once the DSL equipment is installed in these cabinets. Our point is that just as we  
6 cannot estimate how many lines will be DSL capable without these records,  
7 FairPoint also cannot make the assumption that 100% of the lines will be capable  
8 of supporting DSL.

9 **Q. You indicated earlier that FairPoint's broadband deployment plan consisted**  
10 **of critical assumptions that will potentially impair its ability to accomplish**  
11 **the other two phases of its plan. What do these assumptions entail?**

12 A. **[BEGIN HIGHLY CONFIDENTIAL]**

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19 **[END HIGHLY CONFIDENTIAL]**

20 **Q. Discuss the ability of FairPoint to install wave division multiplexers (WDM)**  
21 **to increase the capacity of the existing fiber facilities, should it find that the**  
22 **spare capacity it requires is not available.**

1 A. Installing wave division multiplexers (WDMs) would certainly be an option for  
2 FairPoint. However, should FairPoint find that it must install WDMs, the  
3 purchase and installation of the WDM equipment and the Optical Fiber  
4 Amplifiers that are needed to boost the intensity of the multiple light channels  
5 could substantially increase FairPoint's capital costs.

6 **Q. Has FairPoint accounted for the potential of these added capital costs in its**  
7 **budget?**

8 A. The capital expenditure breakdown provided by FairPoint in its broadband plan  
9 does not reflect an estimate for any capital expenditure for WDM or amplifier  
10 equipment.

11 **Q. Why are you concerned with FairPoint's assumptions regarding the**  
12 **availability of the spare capacity in these central offices?**

13 A. We are concerned about FairPoint's assumptions because during the Technical  
14 Conference held on June 5, 2007, when asked why its broadband expansion plans  
15 were still in the high-level planning stages and why it has not yet identified where  
16 it had spare capacity, FairPoint's representative stated that FairPoint is still  
17 working to obtain the necessary data from Verizon. As a result, he indicated that  
18 "FairPoint's broadband planning is still at the 15,000 foot level." FairPoint also  
19 stated during this conference that if it found that spare fiber capacity was not  
20 available, it would use WDMs to increase the capacity of the existing fiber  
21 facilities. As we indicated earlier, however, according to the capital breakdown in  
22 FairPoint's broadband plan, it has not earmarked any capital for the purchase and  
23 installation of this equipment.

1 **Q. What is Verizon’s position with respect to providing to FairPoint the data it**  
2 **needs for FairPoint to complete its detailed broadband planning?**

3 A. Verizon’s response to Staff Data Follow-up Request FDR II-5 indicates that  
4 Verizon believes it has provided all of the data that FairPoint has requested and  
5 that FairPoint has the right to review under the Merger Agreement.

6 **Q. Are there any other significant assumptions that FairPoint made in its**  
7 **broadband deployment plan?**

8 A. **[BEGIN HIGHLY CONFIDENTIAL**

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**[END HIGHLY CONFIDENTIAL]** Many

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factors affect the ability of a line to support DSL service. These factors include

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the length of the line from the central office to the customer’s premises, the gauge

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of the wire used, whether there are any load coils on the line, the number of

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bridge taps on the line, and whether the lines are served by digital loop carrier

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(DLC) systems. DLC systems involve equipment installed remotely from the

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central office, which aggregates the local copper loop distribution facilities,

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converts the analog signal on these copper loop facilities to a digital signal, and

1 then multiplexes the signal and transports it to and from the central office switch  
2 on copper or fiber high-capacity facilities.

3 **Q. Discuss whether FairPoint’s plans appear to take these factors into account.**

4 A. It appears from their deployment plan that FairPoint has not taken these factors  
5 into account. All of these offices are located in rural areas of the state – many in  
6 the most sparsely populated sections of northern New Hampshire. Based on the  
7 length of the loops in these rural areas, FairPoint cannot reliably estimate the  
8 number of lines served by these central offices that will be qualified for DSL  
9 service **[BEGIN HIGHLY CONFIDENTIAL]**

10 **[END HIGHLY CONFIDENTIAL]** To make a  
11 reliable estimate, FairPoint must receive the detailed loop make-up information it  
12 needs from Verizon, and then perform an analysis of the characteristics of the  
13 lines to identify which lines will be capable of supporting DSL services simply by  
14 installing the necessary DSL equipment in these central offices.

15 **Q. What quantifiable evidence shows that a large number of the copper lines in  
16 these central offices are not capable of supporting DSL?**

17 A. **[BEGIN CONFIDENTIAL]**

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**Q. Earlier you expressed a concern that FairPoint’s capital estimates may be understated. Please explain this.**

A. FairPoint’s Direct testimony of Michael L. Harrington, page 10, line 8 states that its broadband expansion goals are to increase broadband availability from the current 63 percent of the access lines in New Hampshire to 75 percent within 12 to 18 months and to 82 percent within 24 months of close. Our concern is that it is impossible to reliably estimate the amount of capital that will be needed to reach these goals without a detailed analysis of network modifications that will need to be made. FairPoint needs to get the data it needs from Verizon and to ascertain exactly what spare fiber capacity it will have available for DSL expansion, what space and power constraints it faces in the remote DLC cabinets and what the make-up is of the copper loop distribution plant and of the copper loops not on DLC systems. Before FairPoint receives and analyzes this data, any

1 capital expenditure estimates to accomplish the broadband plan objectives are too  
2 speculative to give the Commission a sound basis for relying on them.

3 **Q. What are the implications for FairPoint’s expansion plan and capital budget**  
4 **if the assumptions made about the condition of the Verizon network it plans**  
5 **to use for its broadband expansion turn out to be invalid?**

6 A. If FairPoint’s assumptions about the condition of the Verizon network are invalid,  
7 there are two potential scenarios we can envision. FairPoint will either have to  
8 make a decision to allocate more capital to its broadband expansion plan to meet  
9 its objectives or FairPoint will have to scale back its objectives to fit within the  
10 constraints of the capital it budgeted for the plan.

11 As FairPoint begins to encounter issues with the embedded Verizon  
12 infrastructure that FairPoint plans to use for its broadband expansion, FairPoint  
13 will have to address those issues either by deploying additional equipment or by  
14 investigating other alternatives such as finding replacement DLC locations for  
15 those it finds with capacity/space issues. Either alternative will affect FairPoint’s  
16 deployment schedule.

17 **Q. Do you have any other concerns with FairPoint’s broadband plan?**

18 A. Yes. We are also concerned that FairPoint has not stated how it plans to extend  
19 broadband service to those customers served by copper-fed DLC systems.

20 **Q. Why are copper-fed DLC systems a concern?**

21 A. FairPoint’s response to Staff Data Request 2-35 indicates that in New Hampshire,  
22 “close to 60% of the DLC sites are fiber fed.” Conversely this indicates that the  
23 remaining 40% of these sites must be fed by copper. To date, FairPoint has not

1 supplied any information on how it intends to provide DSL service to the  
2 customers served by these copper fed DLC systems other than to state in response  
3 to Staff Data Request 2-35 that “[t]hose DLC sites that are copper fed will require  
4 additional analysis and assessment in terms of customer density, sizing, required  
5 bandwidth, potential to support broadband with copper based transport, or  
6 requirements to place fiber transport as the solution.” It is still not clear whether  
7 FairPoint has any intension of ever including these locations in its DSL expansion  
8 strategy.

9 **Q. You mentioned earlier that since releasing its broadband plan, FairPoint**  
10 **issued a press release. What additional information does this press release**  
11 **provide about FairPoint’s broadband deployment strategy in New**  
12 **Hampshire?**

13 A. On July 24, 2007, FairPoint issued a press release announcing its plans to expand  
14 broadband service in New Hampshire upon completion of the transaction with  
15 Verizon. This press release indicated that, subsequent to issuing its initial  
16 broadband expansion plan, FairPoint has decided it will spend \$13.6 million for  
17 this expansion and it will increase broadband availability in approximately 55  
18 New Hampshire communities served by Verizon today in some neighborhoods  
19 but not in others.

20 **Q. How does the information provided by FairPoint in this press release**  
21 **compare to its initial broadband plan?**

22 A. According to the information provided by FairPoint in its press release FairPoint  
23 has decreased both the amount of capital it intends to spend in New Hampshire

1 and the number of communities it plans on expanding broadband service to. This  
2 is not encouraging, because the result appears to provide even less DSL  
3 availability than the original plan, leaving more New Hampshire communities  
4 without this capability. However, it is difficult to draw any definite conclusions  
5 from a press release, and we look forward to the opportunity to review and  
6 discuss with FairPoint the details of its new plan.

7 **Q. Please summarize your testimony concerning FairPoint’s broadband plans**  
8 **and commitments.**

9 A. We believe that FairPoint’s commitments to increase the availability of DSL in  
10 New Hampshire while maintaining Verizon’s current FTTP service would, if  
11 completed, benefit the residents and businesses in New Hampshire by beginning  
12 to remedy the gap between New Hampshire and all other states in DSL  
13 availability. Furthermore, the plan appears to be sound from a technological  
14 perspective. Most importantly, however, FairPoint has made a number of key  
15 assumptions that are unsupported because of its incomplete knowledge of the  
16 actual state of Verizon’s network in New Hampshire. As a result, it is likely that  
17 FairPoint’s current plan is flawed. We believe that it is likely that FairPoint will  
18 either need to invest considerably more capital to reach its DSL availability  
19 commitment, or will have to delay or scale back this commitment significantly.

20 **OTHER NETWORK ISSUES**

21 **Q. Besides the concerns you expressed with FairPoint’s broadband plan, are**  
22 **there any other network-related issues that are cause for concern?**

1 A. Yes. Based on what we have been able to determine from the information  
2 provided by FairPoint, we have network-related concerns in a number of other  
3 critical areas. These concerns are:

- 4 • The adequacy of FairPoint's due diligence on Verizon's network
- 5 • FairPoint's ability to complete critical unanticipated capital projects
- 6 • FairPoint's E-911 transition planning
- 7 • FairPoint's continued lack of a firm plan for the replacement of some  
8 of the network functions performed by Verizon.

9 **Q. Describe more particularly your concern about the lack of FairPoint's due**  
10 **diligence on Verizon's network.**

11 A. In transactions such as this, we would expect the purchasing company to conduct  
12 a due diligence analysis of the selling company's physical assets to get a sense of  
13 the quantity and quality of the assets it will acquire. This should be performed  
14 under a due diligence plan and a checklist that itemizes the documents and  
15 physical assets to be inspected. After completing this plan/checklist, the purchaser  
16 should work with the seller to gain access to the records and assets of the selling  
17 company that the purchaser wants to inspect. The purchaser should then make a  
18 detailed record of what was inspected, the condition of the records/assets and  
19 what observations the purchaser has about each. Additionally, the purchaser  
20 should conduct a spot check of the accuracy of the selling company's inventory  
21 records by physically verifying random records in the field and central office.

22 **Q. Do either of you have any personal experience conducting a due diligence**  
23 **review in the manner you described?**

1 A. Yes. In 1999 Mr. Falcone worked for Quorum Communications (now known as  
2 Country Roads Communications) as its Vice President of Operations and  
3 Regulatory Affairs. During this time, he conducted two due diligence reviews of  
4 properties that Quorum was considering for purchase. One of these was the  
5 former GTE properties in eastern Texas and the other was the property of a small  
6 independent company in the southeast portion of Missouri.

7 **Q. How does FairPoint's due diligence of Verizon's assets in New Hampshire**  
8 **comport with the methods you described?**

9 A. From the information provided, the FairPoint due diligence appears to have been  
10 seriously flawed.

11 **Q. What information do you have regarding whether FairPoint used a**  
12 **documented due diligence plan or checklists to guide its due diligence**  
13 **efforts?**

14 A. As part of this proceeding FairPoint was asked in Staff Data Request 2-74 to  
15 provide the guidelines and other relevant documents used to conduct its due  
16 diligence to determine the condition of Verizon's physical plant. FairPoint  
17 responded by referring to two other data request responses, neither of which  
18 provided any due diligence guidelines. FairPoint's responses simply provided a  
19 topical list of the Verizon documents that were reviewed by FairPoint and  
20 indicated how central office and outside plant sites were selected. FairPoint's lack  
21 of responsiveness to the very specific question to provide its due diligence plan  
22 led us to conclude that such a plan did not exist.

1 **Q. Have you made any other observations about FairPoint’s inspection of the**  
2 **network assets?**

3 A. We would expect that, when conducting central office inspections, the buyer will  
4 select the central offices it wants to visit based on a number of variables including  
5 but not limited to a mix of switch technologies, critical network components, such  
6 as Signal Transfer Points (STP) found within the central office, host and remote  
7 switch locations, and a mix of population densities. FairPoint, however, did not  
8 identify the offices to be inspected based on these or any other variables. Instead,  
9 it allowed Verizon to select all of the central offices FairPoint was permitted to  
10 inspect. The only exception to this is that FairPoint did stipulate to Verizon that it  
11 wanted to visit a central office that contained a DMS-10 switch. However,  
12 according to FairPoint’s response to Staff Data Request 2-9 and based on  
13 FairPoint’s comments during the Technical Conference, FairPoint still allowed  
14 Verizon to select the DMS-10 office location it would permit FairPoint to visit.  
15 We consider this analogous to selling a house and permitting the seller to tell the  
16 buyer what rooms the buyer is allowed to look at. The seller obviously will allow  
17 the buyer to look only at the cleanest and best kept rooms when the rest of the  
18 house may be falling apart.

19 **Q. Apart from this concern about the method of approaching due diligence, do**  
20 **you have any observations about how representative were the central offices**  
21 **selected?**

22 A. By allowing Verizon to select the central offices, FairPoint’s inspections were  
23 limited to the Dover, Concord, Hanover and Newmarket central offices (see

1 FairPoint's response to Staff Data Request 2-9). These offices are mainly in the  
2 most populous areas of the state, and comprise host switch central offices. The  
3 Direct testimony of Michael L. Harrington, page 6, line 3 acknowledges that  
4 Verizon uses 96 remote switches in New Hampshire. Additionally, the state  
5 consists of many rural areas. We therefore find it disconcerting that FairPoint felt  
6 that its central office due diligence was satisfied by visiting only these four central  
7 offices.

8 **Q. What do you know about why the inspections were limited to these four**  
9 **offices and did not include remote switching offices?**

10 A. Staff asked Verizon why the inspections were limited to these four offices and did  
11 not include remote switching offices during the Technical Conference held on  
12 June 5, 2007. Verizon's response was that the four offices were selected based on  
13 driving distances, noting that they had a lot of ground to cover with FairPoint  
14 across the three states. Verizon also responded that it did not take FairPoint to a  
15 remote switching office because FairPoint did not ask to see one.

16 **Q. How does the robustness of FairPoint's inspection of Verizon's outside plant**  
17 **facilities compare to its central office inspections?**

18 A. The extent of FairPoint's due diligence regarding outside plant facilities is also  
19 troubling. In some respects it appears to have been even less robust than the  
20 central office due diligence. On the positive side, FairPoint hired AFL Network  
21 Services to assist with its inspection of Verizon's outside plant facilities. The  
22 biographical information supplied by FairPoint in its First Supplemental Response  
23 to Staff Data Request 2-8 indicates that the AFL people involved were qualified

1 to do this work. However, according to FairPoint, the main purpose of AFL's  
2 outside plant inspections was to begin the process of estimating the broadband  
3 deployment. Therefore, FairPoint narrowed its sample universe for this inspection  
4 to copper-fed remotes, according to FairPoint's response to Staff Data Request 2-  
5 9.

6 **Q. What other inspections did FairPoint conduct of Verizon's outside plant**  
7 **facilities in New Hampshire?**

8 A. According to FairPoint's Confidential Attachments CFPNH 2050 through  
9 CFPNH 2057 to the First Supplemental Response to Staff Data Request 2-8,  
10 FairPoint conducted a visual inspection of Verizon's outside plant facilities  
11 looking for problems such as broken lashing wire, rotten poles, heavy tree  
12 trimming required, pole transfer work required, mid-span closures indicating bad  
13 cable sections, etc.

14 **Q. What are your observations about the comprehensiveness of that inspection?**

15 A. We consider that inspection insufficient for two reasons. First, according to the  
16 confidential documentation provided by FairPoint (Confidential Attachments  
17 CFPNH 2050 through CFPNH 2057), these inspections all took place within the  
18 serving area of specific central offices. Of the 22 central office areas inspected by  
19 the FairPoint teams, only one, centered in the area of the Verizon Portsmouth  
20 central office, was in New Hampshire. The remaining 21 locations were all in  
21 either Maine or Vermont. The extremely limited New Hampshire examination  
22 makes the quality of the assessment of the Verizon outside plant facilities in New  
23 Hampshire very suspect. Our second concern arises because Verizon did not

1 accompany FairPoint when it conducted these inspections. FairPoint's  
2 observations could thus only be determined from visual inspections of the exterior  
3 of Verizon's outside plant facilities. Verizon's absence precluded FairPoint from  
4 inspecting the interior of any of Verizon's outside plant facilities, such as Feeder  
5 Distribution Interfaces, pedestals, remote terminal cabinets, for example. Internal  
6 inspections of these devices certainly provide a higher level of understanding of  
7 the quality and condition of the facilities than does a visual examination of only  
8 the external cabinets and cables.

9 **Q. Why did Verizon not accompany FairPoint on these outside plant**  
10 **inspections?**

11 A. When Verizon was asked during the Technical Conference held on June 5, 2007,  
12 why it did not accompany FairPoint on these outside plant inspections, Verizon  
13 responded that FairPoint did not ask Verizon to accompany it.

14 **Q. Did FairPoint provide a list of the Verizon documentation and records that it**  
15 **reviewed as part of its due diligence effort?**

16 A. Yes. FairPoint provided a list of the Verizon documentation and records that it  
17 reviewed as part of its due diligence effort in its Confidential Attachments  
18 CFPNH 2058 through CFPNH 2072 to its First Supplemental Reply to Staff Data  
19 Request 2-12. Our review indicated that the list of the Verizon documents that  
20 were made available to FairPoint for review appeared to be quite comprehensive  
21 and covered a wide range of functional areas of Verizon's business.

22 **Q. What type of review did FairPoint conduct of these documents?**

1 A. It appears that FairPoint’s review of these documents was conducted only at a  
2 high level. Staff Data Request 2-12 asked FairPoint how it concluded that Verizon  
3 has a “well-functioning and robust network in New Hampshire.” The response  
4 was that the “[d]ata and documentation relied upon for *high level assessment*  
5 [emphasis added] is located in the Verizon data room.” Additionally, FairPoint  
6 stated that “data provided by Verizon reflected declining troubles (as of April  
7 2006), switch trunk and line ready-to-serve capacities appeared reasonable and  
8 close to 60% of the remotes and DLCs located in New Hampshire are fiber fed.”  
9 FairPoint added that Verizon did not provide any performance information related  
10 to ordering and provisioning performance.

11 **Q. How do physical site inspections of equipment and facilities relate to the**  
12 **information contained in a company’s records?**

13 A. The best way for FairPoint to ascertain the condition of the Verizon facilities is to  
14 conduct a physical inspection of a sample of these facilities. There is a limit to  
15 what can be learned solely by a review of a company’s records. Additionally, it is  
16 also prudent to physically verify a sample of the inventory records to help  
17 determine the accuracy of these records.

18 **Q. What is the potential impact of the gaps you have discussed in the due**  
19 **diligence performed by FairPoint?**

20 A. If FairPoint should discover that the quality, age and condition of these assets are  
21 not what it expects, FairPoint will have to invest in more capital for network  
22 upgrades and undergo more expense for network maintenance than it has

1 anticipated. The limited due diligence could also ultimately affect network  
2 reliability and the safety of FairPoint's employees and the general public.

3 **Q. You indicated that you are concerned with FairPoint's ability to complete**  
4 **critical unanticipated capital projects; please explain what these projects**  
5 **entail.**

6 A. We are aware of two Verizon critical network improvement projects that will  
7 require capital expenditure by FairPoint should Verizon not complete them prior  
8 to close. These projects are: (a) modifications to the central office located in  
9 Raymond, New Hampshire to prevent further occurrences of flooding in that  
10 central office; and (b) completion of the fiber ring in the Pinkham Notch area of  
11 northern New Hampshire. Completion of this fiber ring is critical to improving  
12 the service reliability for approximately 36,000 subscriber lines served by twelve  
13 remote switching modules. With the current point-to-point architecture in this  
14 region of the state, these remote switching modules risk being isolated from their  
15 host switch in the event of a cable failure.

16 Given the current status of each of these projects, we think it would be  
17 prudent for FairPoint to assume that Verizon will not complete the work prior to  
18 the close. For the Raymond office, Verizon indicated in response to Staff Data  
19 Request 5-22 that it "has taken a number of short term steps to secure the building  
20 against flood-related outages. Verizon NH has also engaged an architectural firm  
21 to develop longer term solutions. Although alternatives are being developed no  
22 conclusions have been reached yet." For the Pinkham Notch fiber ring, Verizon  
23 indicated during the Technical Conference held on June 5, 2007 that it will begin

1 work on closing this ring once it receives all of the construction and easement  
2 permits it requires.

3 **Q. Has FairPoint committed to complete these projects should Verizon not**  
4 **complete them prior to close?**

5 A. Yes. FairPoint's responses to Staff Follow-up Data Requests FDR II-10 and FDR  
6 V-3 stated that it will complete both of these projects. FairPoint has indicated that  
7 the funds necessary to complete this work will be taken from the capital budget or  
8 through funds generated by operations. Additionally, FairPoint indicated in its  
9 First Supplemental Response to Staff Data Request 5-50 that the waterproofing of  
10 the Raymond central office is expected to cost between one million and two  
11 million dollars, which will be paid out of its projected capital budget.

12 **Q. Given FairPoint intentions to complete this work, have you any concerns?**

13 A. We are concerned because FairPoint has much more limited financial resources  
14 than Verizon, and these two projects would require FairPoint to make unplanned  
15 additional expenditures. Furthermore, FairPoint committed to incurring these  
16 expenses apparently without fully investigating how much they will cost.

17 **Q. Are there other capital or expense costs that FairPoint did not plan for that it**  
18 **may have to incur?**

19 A. It is difficult to say whether there are other capital or expense costs that FairPoint  
20 did not plan for, but considering the commitment FairPoint has made to improve  
21 service quality and to expand broadband in New Hampshire and considering its  
22 lack of detailed knowledge about the network it is receiving from Verizon as a  
23 result of FairPoint's minimal due diligence effort, we believe the Commission

1 should recognize the risk that FairPoint will experience additional unanticipated  
2 expenses and make this a factor in its decision whether to grant approval of the  
3 transfer of Verizon's assets to FairPoint.

4 **Q. What potential implications of such additional expenses give cause for**  
5 **concern?**

6 A. If FairPoint encounters more unpleasant surprises than it can fund, FairPoint's  
7 ability to successfully complete its broadband expansion plans, to meet its service  
8 quality improvement commitments, and to maintain current service quality levels  
9 may be affected. The amount of that pressure and, more importantly, FairPoint's  
10 ability to accomplish all these objectives simultaneously will depend on the  
11 seriousness of the problems it encounters.

12 **Q. Does FairPoint currently provide E-911 service to its customers in Northern**  
13 **New England?**

14 A. FairPoint's response to Staff Data Request 5-29 indicates that all of its central  
15 offices in Northern New England are provisioned for E-911 service.

16 **Q. Does FairPoint currently serve any Public Safety Answering Points (PSAP)**  
17 **or have any Automatic Location Identification (ALI) circuits or databases in**  
18 **Northern New England?**

19 A. No. FairPoint's response to Staff Data Request 5-28 indicated that it does not  
20 serve any PSAPs nor does FairPoint provide any ALI circuits or databases in New  
21 England.

22 **Q. How does FairPoint provide E-911 service to its current customers in New**  
23 **England without having these capabilities?**

1 A. FairPoint routes all of its current E-911 traffic to Verizon. Verizon provides  
2 FairPoint with E-911 voice network connectivity to the Public Safety Answering  
3 Points (PSAP), E-911 database and Automatic Location Identification (ALI)  
4 services, according to FairPoint's response to Staff Data Request 5-33.

5 **Q. Has FairPoint agreed to assume all of Verizon's current E-911**  
6 **responsibilities in New Hampshire?**

7 A. Yes. FairPoint will, according to its response to Staff Data Request 5-27, assume  
8 the responsibilities of the current network contract between Verizon and the state,  
9 including connectivity to the Public Safety Answering Points, E-911 databases  
10 and Automatic Location Identification.

11 **Q. Has FairPoint agreed to continue providing E-911 services for other carriers**  
12 **such as wireless carriers, Competitive Local Exchange Companies (CLEC)**  
13 **and Independent Companies?**

14 A. Yes. FairPoint has agreed (see its response to Staff Follow-up Data Request  
15 FDR V-1) that it will assume all these same obligations from Verizon for as long  
16 as the contractual obligations exist.

17 **Q. What are FairPoint's plans for maintaining and updating the ALI data in**  
18 **New Hampshire?**

19 A. It is still unclear what plans FairPoint has for maintaining and updating the ALI  
20 data in New Hampshire. FairPoint's response to Staff Data Request 5-35 indicated  
21 that it is still in the process of determining how its new service order and  
22 provisioning systems will integrate with the ALI database system that will be  
23 available in New Hampshire.

1 **Q. Given the critical nature of E-911 service, why does this remain an open issue**  
2 **for FairPoint?**

3 A. The responsibility for E-911 database management and ALI services is scheduled  
4 to be moved from Verizon to the New Hampshire Bureau of Emergency  
5 Communications (NHBECC), according to the Direct Testimony of Stephen E.  
6 Smith, March 23, 1007, page 20 lines 16-22. Because of this transition, FairPoint  
7 has apparently been uncertain what, if any, E-911 database management  
8 responsibilities it will have.

9 FairPoint's response to Staff Data Request 5-34 indicated, however, that if  
10 the database functions have not been transferred from Verizon to the NHBECC at  
11 the time of the close, it will have responsibility for or will participate in the  
12 transfer of the E-911 database functions.

13 **Q. Has FairPoint indicated how it will provide ALI service should it be required**  
14 **to do so after Verizon no longer provides such services?**

15 A. No. During the Technical Conference held on June 5, 2007, when asked how  
16 FairPoint would provide ALI services if required, FairPoint replied that it was in  
17 the process of investigating three options which were: (1) to contract with  
18 Verizon, (2) to use a service bureau, or (3) to provide the services through a  
19 license agreement. Additionally, FairPoint indicated in response to OCA Follow-  
20 up Data Request FDR II-3 on June 11, 2007, that the Verizon proposal to provide  
21 E-911 ALI service will be assessed along with competing, alternative proposals to  
22 identify a responsible and complete E-911 service solution.

1 **Q. Has FairPoint determined how it is going to replace the E-911 system**  
2 **performance monitoring that is currently performed by Verizon?**

3 A. No. FairPoint's First Supplemental Reply to Staff Data Request 5-30 indicated  
4 that it is waiting to receive a proposal from Verizon on how it is going to replace  
5 the E-911 system performance monitoring currently performed by Verizon.

6 **Q. Are there other network functions performed by Verizon for which**  
7 **FairPoint has yet to identify its replacement solutions?**

8 A. Yes. According to FairPoint in its response to Staff Follow-up Data Request FDR  
9 II-3, it has not yet concluded its assessment of alternative vendor proposals and  
10 solutions for Advanced Intelligent Network (AIN) Operator Services (OS) or  
11 Directory Assistance (DA) services. FairPoint indicated that its assessment and/or  
12 negotiations are currently in progress with a mid-August completion date.

13 **Q. Please summarize your testimony concerning other network issues that**  
14 **FairPoint faces besides those related to broadband.**

15 A. We believe that FairPoint's management team is appropriately concerned with  
16 addressing those network issues necessary to provide good service to the residents  
17 and businesses in New Hampshire. We are concerned, however, that FairPoint's  
18 limited due diligence of the state of Verizon's network in New Hampshire has left  
19 them insufficiently informed to reliably estimate what level of financial and  
20 personnel resources will be needed to provide such service. We have additional  
21 concerns about FairPoint's ability to complete some critical existing and future  
22 unanticipated capital projects, the incomplete state of E-911 transition planning,  
23 and FairPoint's continued lack of a firm plan for replacing some of the other

1 network functions currently performed by Verizon. We believe that the lack of  
2 certainty about these issues creates significant risk associated with FairPoint’s  
3 financial viability and its ability to meet its operational commitments.

4 **THE TSA AND BACK-OFFICE SYSTEM INTEGRATION**

5 **Q. Please explain the use of Operations Support Systems.**

6 A. Operations Support Systems (OSS) comprise the “[m]ethods and procedures  
7 (mechanized or not) which directly support the daily operation of the  
8 telecommunications infrastructure” as defined by “Newton’s Telecom  
9 Dictionary” 16<sup>th</sup> Edition, page 647. As this dictionary observes, and as we have  
10 seen, Local Exchange Carriers typically have “hundreds” of OSS that include  
11 automated systems to provide for needs such as order negotiation, order  
12 processing, line assignment, line testing and billing.”

13 **Q. Does Verizon use automated OSS to run its operations in New Hampshire?**

14 A. Yes; Verizon provided (response to NECTA Follow-up Data Request GIII FDR  
15 1-6, and in confidential attachments NECTA FDR GIII 1-6a and NECTA FDR  
16 GIII 1-6b) a list of approximately 600 systems it currently uses in its operations in  
17 New Hampshire. Included in this response was a list of approximately 130 “gold”  
18 systems; *i.e.*, those systems identified as vital to the New England operation and  
19 that will be included in the data extraction process.

20 **Q. Please describe some of the functions that these OSS support.**

21 A. The OSS identified by Verizon in response to Staff Data Request 3-2 support a  
22 wide range of functions necessary for running the telecommunications business  
23 for both retail and wholesale services. These functions include: Pre-Ordering,

1           Ordering, Provisioning, Maintenance and Repair, Network Management, Switch  
2           and Signaling Network Maintenance, Billing, Equipment Inventory, Force  
3           Management, Engineering and Construction, Inventory of Customer Service  
4           Records, Regulatory and Service Quality Reporting, Service Center Support,  
5           Accounting and Finance, Marketing and Sales, and Human Resources. OSS also  
6           support some functions that are unique to wholesale customers, such as wholesale  
7           gateways for pre-ordering, ordering and provisioning, and maintenance and  
8           repair.

9   **Q.   Many of those subject areas have fairly self evident descriptions, but describe**  
10 **more particularly what the purpose of Pre-Ordering is.**

11 A.   Pre-ordering includes various queries performed by a service representative to  
12       validate customer information and to determine the availability of such items as  
13       telephone numbers, installation appointments, and switch features, prior to  
14       creating a service order for a customer.

15 **Q.   Will FairPoint receive these systems and processes as part of the asset**  
16 **transfer?**

17 A.   No; according to the Direct Testimony of Stephen E. Smith, March 23, 2007,  
18       page 23, lines 5-7 also Direct Testimony of Michael Haga, March 23, 2007, page  
19       5, lines 1-5, because Verizon's OSS and support groups are centralized,  
20       performing support services to many Verizon affiliates in addition to Verizon  
21       New England, Verizon will not be providing any of its OSS to FairPoint with this  
22       transaction.

23 **Q.   How will FairPoint replace Verizon's OSS?**

1 A. According to the Direct Testimony of Michael Haga , March 23, 2007, pages 5-  
2 10, FairPoint has hired Capgemini U.S. LLC (Capgemini) to help it design,  
3 develop, test and implement its replacement system architecture. Capgemini will  
4 also assist FairPoint with the data conversion from Verizon’s legacy systems to  
5 FairPoint’s replacement systems and in the training of FairPoint’s personnel on  
6 the use of the new systems and processes. (See the Direct Testimony of Michael  
7 Haga , March 23, 2007 page 10, lines 10 and 11 and FairPoint’s response to Staff  
8 Data Request 3-62).

9 **Q. When will these replacement systems be operational and available to**  
10 **FairPoint?**

11 A. There are two key dates that are necessary to consider in discussing the transition  
12 and thus the availability of the systems FairPoint is developing to replace the  
13 Verizon OSS. These dates are the “close” date and the “cutover” date. Generally  
14 speaking, the replacement systems will not be available to FairPoint until cutover.  
15 With some minor exceptions, all of the functionality that FairPoint requires will  
16 continue to be performed under the Transition Services Agreement (TSA)  
17 FairPoint has entered with Verizon between close and cutover.

18 **Q. What is the difference between the “close” and “cutover” dates?**

19 A. By “close,” we mean the date on which the agreement between Verizon and  
20 FairPoint is consummated and FairPoint assumes responsibility for Verizon’s  
21 assets in northern New England. FairPoint and Verizon currently plan that this  
22 date would occur during January 2008. At this time, FairPoint’s operations will  
23 be supported by Verizon under the terms of the TSA up until cutover. “Cutover”

1 is the date on which FairPoint, having determined that its systems, staff and  
2 processes are fully ready to replace Verizon's OSS, terminates the TSA and  
3 assumes full responsibility for support of the northern New England operations.  
4 FairPoint currently plans for this date to be in late May 2008.

5 **Q. What services will not be provided by the TSA?**

6 A. According to FairPoint, the TSA only provides support for "regulated" activities.  
7 Services for unregulated or non-LEC activities such as long distance, Internet  
8 services and customer premises equipment sales must be provided by FairPoint at  
9 closing. In addition, Verizon will not be providing support for procurement of  
10 materials and supplies, sales or non-regulated accounting processes. FairPoint will  
11 be required to support all of these activities at close, according to the Direct  
12 Testimony of Michael Haga , March 23, 2007, page 10, lines 15 and 21 and  
13 FairPoint's response to Staff Data Request 3-39.

14 **Q. Please describe the TSA.**

15 A. The TSA is a contractual agreement between Verizon and FairPoint; it establishes  
16 the terms and conditions under which Verizon will provide FairPoint with major  
17 support services after close and until cutover, when FairPoint has developed and  
18 tested its own support systems and organizations to self-provide these services.  
19 (See the Direct Testimony of Stephen E. Smith, March 23, 2007, page 23, lines 7-  
20 9.)

21 **Q. Please summarize the services that Verizon will provide to FairPoint under**  
22 **the TSA.**

1 A. The TSA contains four schedules of services that Verizon will provide to  
2 FairPoint. The bulk of the functionality is found in Schedule A, which details 81  
3 distinct services that Verizon will provide. Schedule B involves the construction  
4 of firewalls to isolate and protect the data Verizon will retain from the data to be  
5 used in support of FairPoint's business in northern New England, Schedule C  
6 provides Human Resource benefit delivery services, and Schedule D provides  
7 internet provider service support. (See the Direct Testimony of Stephen E. Smith,  
8 March 23, 2007, page 24, lines 12 – 23 and page 25, lines 1-15.)

9 **Q. Please describe some of the 81 distinct services provided under Schedule A of**  
10 **the TSA.**

11 A. The Schedule A services provided by Verizon contain a wide range of  
12 functionality including, but not limited to, accounting, various human resource  
13 services, tariff support, some tax accounting and preparation services, customer  
14 billing, service provisioning, network engineering, database management,  
15 network maintenance, public (coin) services, credit screening, wholesale services  
16 support, operator services and fleet support.

17 **Q. How does the TSA address FairPoint's ability to terminate the agreement?**

18 A. Verizon will cease providing TSA services within 60-90 days following written  
19 notice from FairPoint that FairPoint is ready to cutover from Verizon's systems  
20 and support staff to its own systems and work centers.

21 **Q. Does the TSA allow FairPoint to terminate some of the 81 services provided**  
22 **under Schedule A while Verizon continues to provide the other services that**  
23 **FairPoint is not ready to assume?**

1 A. No. The TSA is structured as an “all-or-nothing” agreement. All of the Schedule  
2 A services are offered as one package and the duration must be the same for all  
3 the services under that schedule. The TSA does not provide for certain Schedule  
4 A services to be continued after the termination of other Schedule A services,  
5 according to Verizon’s response to Staff Data Request 2-19.

6 **Q. What other TSA services must be terminated at the same time as the**  
7 **Schedule A services?**

8 A. Verizon’s response to Staff Data Request 2-20 indicates that FairPoint must be  
9 ready to terminate the Schedule D services at the same time it terminates the  
10 Schedule A services. The Schedule C services (employee benefit administration  
11 services) are the only ones that Verizon has given FairPoint the option to  
12 terminate independently of the other services. (See the Direct testimony of  
13 Stephen E. Smith, March 23, 2007, page 30, lines 19-21.)

14 **Q. When does the TSA expire?**

15 A. The TSA has no firm expiration date. According to Verizon, the parties expect  
16 that the cutover will occur within 15 months after closing, but Verizon will  
17 continue to provide transition services until FairPoint is prepared to assume that  
18 responsibility. (See the Direct testimony of Stephen E. Smith, March 23, 2007,  
19 page 23, lines 12-16.).

20 **Q. What are FairPoint’s expectations for how long it will require Verizon’s**  
21 **services under the TSA?**

22 A. In March, witness Michael Haga indicated (Direct Testimony of Michael Haga,  
23 March 23, 2007, page 24, lines 8 – 10) that FairPoint will be ready to cutover and

1 terminate the TSA in April 2008, which is three months after close. However,  
2 during the technical conference held on June 5, 2007, FairPoint indicated, that  
3 Verizon could not accommodate its originally targeted cutover date because of  
4 internal system release updates that Verizon will be conducting at that time.  
5 Therefore, FairPoint's revised date for system cutover is May 30, 2008, which is  
6 only four months after close. (See also FairPoint's response to OCA Follow-up  
7 Data Request FDR III-1.)

8 **Q. Why is this timeline so different from the 15-month estimate cited by Mr.**  
9 **Smith in his testimony?**

10 A. FairPoint explained in its response to Staff Follow-up Data Request FDR II-8 that  
11 the 15 months is the estimate of time it would take starting from FairPoint's and  
12 Verizon's active commencement of the transition, which began well in advance of  
13 close.

14 **Q. How will FairPoint conduct its cutover?**

15 A. FairPoint explained during the technical conference held on June 5, 2007, that it  
16 will institute a "black-out" period when it will be prevented from doing any  
17 provisioning activity and system updates. During this black-out period, FairPoint  
18 will flash cut all of the Verizon data over to the newly developed FairPoint  
19 system. (See FairPoint's response to Staff Data Request 3-63.) FairPoint  
20 currently estimates that this black-out period will last five days, according to its  
21 response to OCA Follow-up Data Request FDR III-2.

22 **Q. Does FairPoint have a fallback plan if it should find its systems are not**  
23 **operating as expected after cutover?**

1 A. No. FairPoint has indicated in its response to Staff Data Request 3-65 that it does  
2 not intend to execute a cutover absent a determination that the new systems are  
3 functioning sufficiently. Additionally, during a data request response clarification  
4 call held on June 20, 2007 between Staff and FairPoint, FairPoint reinforced that  
5 its only back-up plan is to implement manual processes for those few “minor”  
6 processes that may not be ready at cutover.

7 **Q. Discuss whether going back to Verizon’s systems is an option for FairPoint,**  
8 **should it experience extreme customer impacting problems after the**  
9 **termination of the TSA.**

10 A. Verizon’s response to Staff Data Request 2-35 stated that it is under no legal  
11 obligation to FairPoint after the termination of the TSA. Judging from Verizon’s  
12 response, we have to assume that returning to Verizon’s systems is not an option  
13 for FairPoint.

14 **Q. What information has FairPoint provided about its specific plans for**  
15 **developing replacement OSS?**

16 A. FairPoint’s response to Staff Data Request 3-18 indicates that it does not plan to  
17 modify the current FairPoint systems to support the assets acquired from Verizon.  
18 Moreover, FairPoint stated that it does not intend to develop replacement systems  
19 from scratch but instead plans to use commercial off-the-shelf systems and  
20 integrate those systems into FairPoint’s OSS to support its operations in northern  
21 New England. (See FairPoint’s response to Staff Data Request 3-38 and the  
22 Direct Testimony of Michael Haga, page 17, line 6-7.)

23 **Q. Please describe the financial terms of the TSA.**

1 A. Each of the schedules in the TSA has a different pricing structure. (See the Direct  
2 Testimony of Stephen E. Smith, March 23, 2007, page 29 lines 5-23 and page 30,  
3 line 1.) We summarize those structures as follows:

- 4 • Schedule A services will be provided by Verizon at a recurring cost of  
5 \$14.2 million per month for the first eight months. In months nine through  
6 twelve, the fee is reduced by \$500,000 each month. However, starting  
7 with month thirteen the fee is increased to \$14.7 million. From month  
8 thirteen until such time as FairPoint terminates the TSA, Verizon will  
9 increase the fees it charges FairPoint by \$500,000 per month for every  
10 month the TSA remains in-effect (*i.e.*, the month 14 fee equals \$15.2  
11 million, the month 15 fee equals \$15.7 million, and this progression  
12 continues).
- 13 • Schedule B services are a fixed non-recurring fee of \$41.5 million if the  
14 cutover of the Schedule A and D services occurs at any time within three  
15 months of closing. Otherwise, if cutover occurs anytime after the first  
16 three months then the fee Verizon will charge is \$34 million. Verizon  
17 explained that FairPoint negotiated for the different level of  
18 reimbursement to provide a financial incentive for Verizon to help  
19 FairPoint complete the cutover at the earliest possible time.
- 20 • Schedule C services are provided for a monthly recurring fee of \$52,000.
- 21 • Schedule D services are provided for a monthly recurring fee of [BEGIN  
22 **HIGHLY CONFIDENTIAL] [END HIGHLY  
23 **CONFIDENTIAL]****

1 **Q. What observations do you have about the TSA and FairPoint's cutover plan?**

2 A. We have a number of concerns about the TSA and FairPoint's cutover plan.

3 These include:

- 4 • FairPoint's limited experience with complex OSS
- 5 • Capgemini's lack of experience in developing systems for a transition of
- 6 this magnitude
- 7 • The structure of the TSA
- 8 • FairPoint's lack of a contingency plan
- 9 • FairPoint's inability to provide its test plans and pass/fail criteria with
- 10 which it will make its cutover decision
- 11 • FairPoint's aggressive timeline for systems development and
- 12 implementation
- 13 • The recent history of others with cutovers such as this one.

14 **Q. Explain your observation that FairPoint has limited experience with complex**  
15 **OSS, given its use of such systems already.**

16 A. FairPoint has indicated that it still relies on a number of manual processes in its  
17 current operations. FairPoint can manage operations by largely relying on manual  
18 processes given its current size, but such an approach will not suffice when it  
19 assumes all of Verizon's assets in northern New England. (See FairPoint's  
20 response to Staff Data Request 3-5.) Additionally, FairPoint currently has almost  
21 no experience providing service to wholesale customers in any of its existing  
22 service territory, according to its response to Staff Data Request 3-7. Interfaces  
23 with these customers at the volumes required by Verizon's current operations

1           therefore require processes and systems with which FairPoint has no practical  
2           experience.

3   **Q.   How does FairPoint’s provision of access services to the inter-exchange**  
4   **carriers (IXCs) in its current service territory bear on its “wholesale”**  
5   **customer experience?**

6   A.   Although the provision of access service to IXCs is a wholesale service, it is not  
7   at all comparable to the provision of wholesale services to CLECs. In addition,  
8   FairPoint does not provide the IXCs a direct ordering interface, and does not  
9   provide automated access service request (ASR) processing. It processes ASRs  
10   through fax or e-mail submissions. (See FairPoint’s response to Staff Data  
11   Request 3-8.)

12   **Q.   What experience does FairPoint have with systems replacement or systems**  
13   **integration?**

14   A.   FairPoint has very little experience with systems replacement and systems  
15   integration. In response to a Staff Data Request 3-2 asking FairPoint to describe in  
16   detail the previous system integration activities that it has performed, FairPoint  
17   responded by referring to its 2005 and 2006 billing system implementations,  
18   which involved only the replacement of a single OSS used for customer billing.

19   **Q.   What observations do you draw from what you know of FairPoint’s billing**  
20   **systems implementation?**

21   A.   It appears that this conversion was initially unsuccessful, requiring FairPoint to  
22   change billing-system vendors, from CSG Systems to Mid-America Computing  
23   Corporation. According to FairPoint, from June 2003 to September 2005, it

1 underwent a conversion of its billing system to CSG Systems. FairPoint indicated  
2 that some of the problems it faced were that CSG never supported a conversion of  
3 this size, conversion planning did not take into account the impacts to FairPoint's  
4 business processes, and neither CSG nor FairPoint fully understood the  
5 capabilities of the application, resulting in poorly converted data. In response to  
6 these problems, FairPoint hired BearingPoint Project Management Consultants to  
7 implement project management methods and procedures, and hired a new  
8 Director of Billing and OSS to take over responsibility of the conversion effort.  
9 FairPoint ultimately went through another bill conversion effort from November  
10 2005 through May 2007, using an alternate vendor. (See FairPoint's response to  
11 Staff Data Request 2-112.)

12 **Q. How characteristic or typical do you consider such an experience to be when**  
13 **undertaking such a conversion?**

14 A. FairPoint's initial conversion problems, which were severe enough for it to  
15 change vendors and go through another conversion process, are certainly not the  
16 norm. However, our experience with complex OSS conversions projects is that  
17 they often result in data integrity and operational problems until all of the "bugs"  
18 can be identified and resolved. Furthermore, the conversion project that FairPoint  
19 is planning as part of the transfer of the Verizon properties is far more complex  
20 than FairPoint's earlier conversion of a single OSS used only for end-user billing  
21 to a relatively small number of customers.

22 **Q. Besides the billing conversion you just described, are you aware of any other**  
23 **FairPoint systems integration experience?**

1 A. No. FairPoint as a business entity has no other experience with systems  
2 integration. However, FairPoint did point out that Mr. Michael Haga, who is  
3 FairPoint's Director of Billing and OSS, has systems integration and replacement  
4 experience prior to joining FairPoint, according to its response to Staff Follow-up  
5 Data request FDR III-1. Our conclusion, then, is that FairPoint has very limited  
6 relevant experience with the kind of complex conversion required for this  
7 transaction.

8 **Q. How does FairPoint's decision to engage Capgemini on the project affect the**  
9 **likelihood of FairPoint's success?**

10 A. After a data request response clarification call with Staff held on June 22, 2007,  
11 FairPoint provided resumes of the senior Capgemini people working with  
12 FairPoint on this effort. Those resumes indicate that Capgemini has assigned a  
13 knowledgeable and experienced team assigned to the task. This source of  
14 assistance should provide substantial help to FairPoint.

15 **Q. Are your concerns about Capgemini's lack of experience in developing**  
16 **systems for a transition of this magnitude alleviated given the qualified**  
17 **resumes of Capgemini personnel?.**

18 A. Regardless of how qualified Capgemini's team is, the task of replacing all of the  
19 OSS that Verizon currently uses to support its operations in northern New  
20 England will remain a massive, complex, and risky undertaking. FairPoint's  
21 experience with its billing conversion highlights the fact that replacing only one  
22 of a number of major OSS can be very difficult. In this instance, Capgemini must  
23 integrate the data from at least 130 Verizon legacy systems, and replace

1 approximately 600 Verizon legacy systems currently used in New England on a  
2 newly developed and configured architecture. In conjunction with this complex  
3 systems development, FairPoint and Capgemini must establish, staff, and train the  
4 work centers to replace the Verizon centralized staff that performs much of its  
5 operational work today. We are aware of only one instance where a project of this  
6 magnitude was attempted and it was a major failure. We will discuss this  
7 experience later in our testimony.

8 **Q. How does the intention, which you cited earlier, to start from off-the-shelf**  
9 **operations systems and integrate those systems into FairPoint's OSS affect**  
10 **the risks in making a timely and effective transition from Verizon's systems?**

11 A. We consider the approach of starting from off-the-shelf operations systems and  
12 integrating those systems to be a sound one. Certainly, using existing applications  
13 for the Verizon replacement systems is preferable to building the systems from  
14 scratch. However, as is often the case with projects such as this, the devil is in the  
15 details. Bringing these systems on-line as standalone systems is not the primary  
16 challenge for Capgemini; the particular difficulty will lie in the integration of  
17 these systems to ensure that they communicate with each other for a smooth and  
18 error-free operation using the data from Verizon's legacy systems as their  
19 baseline source data.

20 **Q. Please describe what you mean by systems integration.**

21 A. The best way to describe systems integration is by way of example. Consider the  
22 provisioning of a simple residential plain old telephone service (POTS) line.  
23 When a FairPoint service representative receives a call requesting a new POTS

1 line to be installed, the first thing the representative must do to create a service  
2 order is some basic pre-ordering validations such as verification of the customer's  
3 address, determination of what telephone numbers are available for the customer  
4 to choose from, reserving the phone number selected by the customer,  
5 determination of what features are on the switch serving the customer,  
6 determination of the availability of spare facilities to the customer's premises, and  
7 determination of the dates/times available for a dispatch, should one be required.  
8 All of this information must come from the various OSS that Capgemini will be  
9 implementing for FairPoint.

10 After securing this information, the service representative will generate a  
11 service order incorporating the information learned from the sales and pre-  
12 ordering process. To avoid human error, the systems that provide this pre-  
13 ordering information must be integrated with the ordering process so that the  
14 necessary pre-ordering information is auto-populated on the service order. Once  
15 the order is created, the service order processor must be integrated with  
16 FairPoint's provisioning, maintenance and repair, customer relationship  
17 management, billing, and equipment inventory systems. The provisioning  
18 systems include those systems that provide workforce management for the  
19 scheduling of dispatches, the systems that provide work orders for the inside plant  
20 technicians to perform the cross-connection work on the central office frames and  
21 the systems used to update the switch translations.

22 Once the service order is complete, the service order system must be  
23 capable of updating the billing systems to generate the proper non-recurring and

1 recurring charges that will be billed for the service, to update the equipment  
2 inventory records to indicate what facilities are used to provide this service and to  
3 update the maintenance and repair systems so that, should the customer  
4 experience a trouble on the line, a trouble report can be created. Additionally, all  
5 of the key data on the order progress, such as due date, completion date, type of  
6 service, etc., must be fed into a data warehouse for all regulatory reporting  
7 purposes.

8 As this most common service provisioning example illustrates, system  
9 integration and communication between systems is imperative to a successful  
10 cutover off from Verizon's systems to FairPoint's.

11 **Q. What is the alternative should this system integration not be 100 percent**  
12 **successful?**

13 A. The only acceptable alternative if the systems integration is not 100 percent  
14 successful, in our opinion, is for FairPoint to continue to receive Verizon's  
15 support via the TSA until such time as the systems are fully integrated.

16 **Q. Are there other alternatives?**

17 A. There is an alternative. FairPoint can implement manual workarounds; that is,  
18 they can have people manually do what its systems cannot do.

19 **Q. Are manual workarounds acceptable?**

20 A. No. There are many downsides to operating in a manual mode, including, but not  
21 limited to, additional costs, human error, delays, customer dissatisfaction,  
22 unreliable inventory records, and the inability to accurately generate performance  
23 and other regulatory reports.

1 **Q. What particular OSS replacement system and integration experience does**  
2 **Capgemini have?**

3 A. FairPoint's response to Staff Follow-up Data Request FDR III-10 indicates that  
4 Capgemini has experience with network, billing, wholesale, accounting and  
5 finance systems. However, this experience is on a much smaller scale than what is  
6 required of this project. A complete and immediate replacement of a LEC's entire  
7 suite of OSS with a new set of OSS for a different LEC is a rare occurrence. The  
8 only firm that we are aware of that has engaged in such an undertaking is  
9 BearingPoint, who did this work for Hawaiian Telcom.

10 **Q. Please explain how the structure of the TSA relates to the back-office system**  
11 **development.**

12 A. Because FairPoint will continue to use the TSA services while it is developing its  
13 now back-office systems, it must coordinate the timing of its cutover from the  
14 TSA with its system development plan. Anything in the TSA structure which  
15 complicates that coordination can adversely affect FairPoint's chances of success  
16 in achieving a smooth transition.

17 **Q. Do you have any concerns about the structure of the TSA?**

18 A. Yes. The TSA incorporates three features that give us significant concern: (a)  
19 requiring FairPoint to terminate all of the Schedule A and Schedule D services  
20 and processes simultaneously, (b) potentially penalizing FairPoint financially for  
21 doing the right thing by not terminating the TSA prematurely, and (c) requiring a  
22 flash cut without providing the option for a back-up contingency plan.

1 **Q. You stated earlier that systems integration is integral to a successful cutover,**  
2 **yet you are concerned about having to terminate the entire Schedule A and D**  
3 **services at the same time. Please explain how FairPoint would achieve this**  
4 **system integration without a simultaneous cutover of all the systems.**

5 A. The 81 services provided by Verizon under its Schedule A cover a wide array of  
6 functional areas, including employee services such as disability administration  
7 and leave of absence; tariff support; support of such operations as network  
8 surveillance, network engineering, and network planning; accounts payable;  
9 public communications (coin) support; and fleet support. The TSA could have  
10 grouped and provided separate prices for these functional areas. Such a change  
11 would have allowed FairPoint to terminate sections of the TSA (and realize the  
12 associated cost savings) on a phased approach, rather than imposing the burden of  
13 having to terminate them all at the same time.

14 **Q. What particularly concerns you about FairPoint’s having to terminate all of**  
15 **these services at the same time?**

16 A. One disadvantage of FairPoint’s terminating all TSA services at the same time is  
17 that it requires FairPoint to develop systems and staff work centers to support all  
18 these functional areas at the same time, rather than giving FairPoint the ability to  
19 take a more focused approach to the problem. The less obvious but more  
20 concerning disadvantage is that this “all-or-nothing” structure to the TSA sets-up  
21 the potential that FairPoint will terminate the TSA prematurely to save on the  
22 monthly fees it must pay Verizon for TSA services.

23 **Q. Please provide an example of what you mean.**

1 A. Assume that FairPoint is in a position where it is confident that its systems, work  
2 force and processes can handle the vast majority, but not all, of the services  
3 provide by Verizon under the TSA. In this very likely scenario FairPoint has the  
4 incentive to terminate the TSA, because it must pay Verizon not only for those  
5 few services that FairPoint is not prepared for yet but for the entire suite of  
6 services covered by the TSA.

7 **Q. Why do you state that this is a likely scenario?**

8 A. This is a likely scenario because, given the magnitude of this undertaking, it is  
9 reasonable to expect that FairPoint will be ready to assume responsibility for  
10 some functional areas before others. Yet, because of the way the TSA is  
11 structured, FairPoint must keep paying Verizon for support of these services that  
12 FairPoint would otherwise be ready to take on until such time as FairPoint is  
13 ready to assume responsibility for all of the other TSA services.

14 **Q. Are there other services that Verizon will be providing FairPoint that  
15 FairPoint can terminate independently of the Schedule A services?**

16 A. Yes. The TSA is structured so that FairPoint can terminate the employee benefit  
17 delivery services found in Schedule C at any time. Our point is that if Verizon  
18 was able to cull out the Schedule C service for termination independently, it  
19 seems that, with a little forethought, other Schedule A services could have been  
20 culled out in the same manner.

21 **Q. Why do you state that FairPoint is financially penalized for doing the right  
22 thing and not terminating the TSA prematurely?**

1 A. Aside from having to pay for the services it no longer requires from Verizon as  
2 previously described, should FairPoint be required to extend its TSA for more  
3 than 12 months, Verizon will assess FairPoint an additional \$500,000 per month  
4 over and above the monthly \$14.2 million fee that FairPoint pays for Schedule A  
5 services for each month that the contract is extended.

6 **Q. How does your observation consider the TSA stipulation that the Schedule A**  
7 **fees will be reduced by \$500,000 per month for each month between month 9**  
8 **and month 12?**

9 A. The difference between the \$500,000 per month reduction to FairPoint in months  
10 9 to 12 and the increase Verizon collects beyond month 12 is that FairPoint's  
11 discount lasts only four months. Verizon's monthly sliding \$500,000 per month,  
12 every month, increase continues for as long as FairPoint continues to require  
13 Verizon's TSA support. There is no limit to how long FairPoint may have to incur  
14 this monthly increase.

15 **Q. What is the rationale for this monthly increase?**

16 A. Verizon indicated that these fees were determined as a result of negotiations  
17 between the parties. In return for the decreasing rate between months 9 and 12,  
18 Verizon negotiated increasing rates after month 12 to provide a financial incentive  
19 for FairPoint to complete its cutover. (See Verizon's response to Staff Data  
20 Requests 2-23 and 2-24.)

21 **Q. What is your view about whether this increase also provides a financial**  
22 **incentive to FairPoint to terminate the TSA prematurely before it is ready to**  
23 **do so?**

1 A. The fact that this monthly increase provides a financial incentive to FairPoint to  
2 terminate the TSA prematurely before it is ready to do so is exactly our concern.  
3 FairPoint has sufficient financial incentive to terminate the TSA simply to stop  
4 paying Verizon the monthly recurring fee of \$14.2 million for the schedule A  
5 services and the monthly recurring fee of [BEGIN HIGHLY CONFIDENTIAL]  
6 [END HIGHLY CONFIDENTIAL] for the Schedule D services on  
7 top of all its own internal costs for systems and employees that FairPoint is not  
8 yet able to use. FairPoint does not need Verizon to increase its bill by \$500,000  
9 per month to provide an additional incentive.

10 **Q. What recognition has FairPoint shown about the financial consequence of**  
11 **delaying its cutover from Verizon’s systems?**

12 A. FairPoint’s response to OCA Follow-up Data Request FDR III-6 stated that the  
13 main financial consequence of delaying cutover is that FairPoint will continue to  
14 pay Verizon for transition services while at the same time having incurred the  
15 capital and operating costs for the new FairPoint systems.

16 **Q. Please explain your concern with the requirement of a flash cut without a**  
17 **back-up plan.**

18 A. Because of the “all-or-nothing” nature of the TSA and the fact that FairPoint must  
19 completely replace all the functionality provided by Verizon under the TSA,  
20 FairPoint has no choice but to flash cut all of its systems to maintain system and  
21 data integrity. However, FairPoint’s “back-up plan” noted in response to Staff  
22 Data Request 3-65 is to delay cutover until it is sure its systems are ready. We

1 think it is overly optimistic of FairPoint to think it will come on line after cutover  
2 with all of its systems and processes operating at 100 percent efficiency.

3 **Q. Describe the status of FairPoint’s development of its test plan and the criteria**  
4 **that it will use to determine that it is ready to cutover.**

5 A. FairPoint does not have its test plans and criteria for cutover readiness in place.  
6 The response to Staff Follow-up Data Request FDR III-8 indicated that its  
7 preliminary schedule for the development of test cases based on its “Work Order  
8 #1” with Capgemini is to develop its program test strategy by June 15, its system  
9 test cases by August 15 and its performance test cases by November 15. FairPoint  
10 also indicated that additional test criteria are contained in “Work Order #2.” No  
11 date was given by FairPoint for when it will complete the test cases associated  
12 with this work order. In addition, FairPoint indicated that in September it will use  
13 the information provided within the test cases to begin formulating its cutover  
14 readiness criteria.

15 **Q. You discussed the possibility of a premature cutover and the lack of a back-**  
16 **up plan by FairPoint. What are the consequences if these events should**  
17 **occur?**

18 A. It is a very difficult to specify the precise consequences of a premature cutover  
19 and lack of a FairPoint back-up plan, because the consequences would depend  
20 upon who is affected and the severity of the impact would depend upon what  
21 processes or systems were not performing properly. For example, if none of the  
22 provisioning records are flowing to the billing systems, customers would begin to  
23 receive inaccurate bills. Alternatively, if customer service records are not updated

1 by the provisioning process, customers may be prevented from reporting future  
2 service problems they experience. If the billing systems do not function properly,  
3 FairPoint may not be able to render accurate bills, not only affecting end-user  
4 customers but also FairPoint's ability to collect the revenues needed to maintain  
5 its operations. If the wholesale gateways do not function properly, wholesale  
6 customers may have to resort to faxing their orders to FairPoint and having them  
7 provisioned manually. This assumes that FairPoint can even implement a process  
8 under which these orders could be manually provisioned. If the human resources  
9 systems were not operating properly, employee paychecks, benefits or other  
10 employment records may be disrupted. The bottom line is that a premature  
11 cutover with no back-up plan could seriously affect customers, employees,  
12 vendors, creditors, and FairPoint's own financial condition.

13 **Q. How realistic do you consider FairPoint's timeline to meet a projected May**  
14 **2008 cutover date?**

15 A. Considering the complexity of this project and the significant challenges that  
16 FairPoint and Capgemini face, FairPoint's schedule to cutover to its own systems  
17 and processes and to terminate the TSA within five months of close is extremely  
18 aggressive and, we believe, unreasonable.

19 **Q. Why do you believe FairPoint's timeline to meet a projected May 2008**  
20 **cutover date is not reasonable?**

21 A. We have discussed many of the challenges in our testimony already. Any of these  
22 may impact the project. When put together, however, we believe they are more  
23 than likely to significantly impact the project. They include:

- 1 • FairPoint's lack of experience with complex OSS
- 2 • Capgemini's lack of experience with a project such as this one
- 3 • FairPoint's requirement to establish and staff new centralized work centers
- 4 (staffing issues will be addressed later in this testimony)
- 5 • The requirement to replace all TSA services simultaneously
- 6 • The need to replace all of Verizon's existing OSS with an entirely new
- 7 platform of systems that will need to be integrated before they can be
- 8 considered operational.

9 **Q. Has FairPoint begun its planning process for terminating the TSA services?**

10 A. Yes. To FairPoint's credit, it is not waiting until the close of the transaction to  
11 begin planning its system architecture and design. It has started working  
12 extensively with Capgemini on this effort already and began that work a number  
13 of months ago.

14 **Q. Has FairPoint identified what hardware platforms it will use for its**  
15 **replacement OSS and contracted with all of the vendors that will supply**  
16 **these platforms?**

17 A. No. FairPoint has indicated that it has not finalized what hardware platforms will  
18 be used and what its system architecture will be. FairPoint's response to OCA  
19 Data Requests 3-10 and 3-13 and to Staff Follow-up Data Request FDR III-9  
20 indicated that it anticipates finalizing these decisions during the third quarter of  
21 2007.

22 **Q. What information has FairPoint provided about the number of vendor**  
23 **packages it is considering for its OSS platform?**

1 A. FairPoint's Confidential Attachments CFPNH 2376 – CFPNH 2377 to its  
2 response to Staff Follow-up Data Request FDR III-5 indicated that FairPoint has  
3 **[BEGIN HIGHLY CONFIDENTIAL] [END HIGHLY CONFIDENTIAL]**  
4 vendor packages that are being considered as replacement systems for Verizon's  
5 OSS.

6 **Q. What do you consider to be the likely impact of hardware and vendor**  
7 **uncertainty in system architecture on FairPoint's timeline?**

8 A. It stands to reason that until FairPoint has completed all of the system architecture  
9 decisions and signed all the vendor contracts, Capgemini's ability to proceed with  
10 its systems development will be impaired, which will put more pressure on  
11 FairPoint and Capgemini to meet the May, 2008 target cutover date.

12 **Q. Apart from your specific timeline concerns here, discuss more generally your**  
13 **view of the use of an aggressive scheduling approach.**

14 A. Based on our experience, aggressive timelines sometimes drive the wrong  
15 behavior by employees and contractors, forcing them to take shortcuts simply to  
16 meet a date. By way of example, based on the Capgemini work order information  
17 supplied by FairPoint's Confidential Attachments CFPNH 0020 – CFPNH 0040  
18 referenced in its response to Staff Follow-up Data Request FDR III-11, portions  
19 of Capgemini's monthly compensation is tied to meeting various milestones each  
20 month. This approach can stimulate timely performance; however, should the  
21 schedule for meeting those milestones become too burdensome, Capgemini's staff  
22 may have the incentive to cut corners in order to allow them to meet a milestone  
23 deliverable. If so, there is an increased risk that the quality of the deliverable will

1 decline. Additionally, the pressure placed on employees to meet unreasonable  
2 milestones often leads to employee burnout and the potential loss of key  
3 personnel.

4 **Q. Please explain more fully your final concern listed with the TSA and**  
5 **FairPoint's cutover plan, which is the recent experience with cutovers such**  
6 **as this one.**

7 A. The most recent cutover that is similar to this transaction involved the sale of  
8 Verizon's assets in Hawaii to the Carlyle Group. As is the case in northern New  
9 England, this transaction also called for Verizon to provide services to Hawaiian  
10 Telcom under a TSA and for Hawaiian Telcom to replace Verizon's legacy  
11 systems with newly developed systems that it had to integrate in order to make  
12 them operational.

13 **Q. How has Verizon compared the transitional services it provided to Hawaiian**  
14 **Telcom with those it will be providing FairPoint?**

15 A. Verizon's response to Staff Data Request 2-17 stated that the transitional services  
16 provided in Hawaii were substantially similar to the transition services that will be  
17 provided to FairPoint, and were generally provided from the same Verizon service  
18 companies that will provide transition services to FairPoint.

19 **Q. How would you compare the size of the two transactions?**

20 A. Verizon's operations in northern New England are, in terms of access lines and  
21 infrastructure, significantly greater than the size of its former Hawaii property.  
22 Verizon's response to Staff Data Request 2-16 indicated that as of May 2004,  
23 Verizon Hawaii served 707,000 switched access lines from 116 switches over

1 approximately 13,000 route miles of cable. In contrast, as of December 2006,  
2 Verizon's northern New England operation served 1,500,000 switched access  
3 lines from 348 switches over approximately 84,000 route miles of cable.

4 **Q. What other comparable Verizon asset transfers have occurred over the past**  
5 **five years?**

6 A. Verizon's sale of its property in Hawaii is the only sale of its access lines that  
7 Verizon has executed over the past five years, according to Verizon's response to  
8 Staff Data Request 2-15.

9 **Q. When did the Carlyle Group assume ownership of Verizon's Hawaii**  
10 **operation?**

11 A. The Carlyle Group's web site indicates that it acquired Verizon's Hawaii  
12 operation in May of 2005. (See [www.thecarlylegroup.com/eng/geo/geoport/5-](http://www.thecarlylegroup.com/eng/geo/geoport/5-3134.html)  
13 [3134.html](http://www.thecarlylegroup.com/eng/geo/geoport/5-3134.html))

14 **Q. How long was Hawaiian Telcom's TSA effective from the close of the Hawaii**  
15 **transaction until cutover onto Hawaiian Telcom's OSS?**

16 A. Verizon's response to Staff Data Request 2-17 indicates that the Hawaii TSA with  
17 Verizon lasted eleven months from close in May 2005 to cutover in April 2006.

18 **Q. How does the experience with the Hawaiian Telcom bear on the issues here?**

19 A. After cutover from Verizon's systems to Hawaiian Telcom's systems, Hawaiian  
20 Telcom experienced severe service quality and customer service problems. If  
21 FairPoint were to have even a small subset of the problems that Hawaiian Telcom  
22 had, the telephone customers of FairPoint in New Hampshire will experience  
23 degradation in their service quality.

1 **Q. Can you provide some examples of what these service quality problems in**  
2 **Hawaii are?**

3 A. Yes. A fairly recent article dated May 1, 2007, from the Honolulu Advertiser,  
4 titled “Hawaiian Telcom steps up its plans,” provides a good insight into some of  
5 the service quality and customer relations problems Hawaiian Telcom has  
6 experienced since cutover. Following are some excerpts from this article, which  
7 was written 13 months after the cutover from Verizon’s OSS:

- 8 • “the transition from Verizon to Hawaiian Telcom has been fraught with  
9 difficulty with thousands of customers receiving inaccurate bills and long  
10 waits for customer service”
- 11 • “Hawaiian Telcom has yet to resolve billing and other problems, but  
12 customer service levels are returning to normal and most systems issues  
13 should be fixed by September according to the company.”
- 14 • “ ‘We’re turning the corner,’ said Hawaiian Telcom Chief Executive Mike  
15 Ruley. ‘We’re investing literally hundreds of millions – not millions – but  
16 hundreds of millions in technologies... to generate new levels of customer  
17 service and a new level of customer experience.’”
- 18 • “Hawaiian Telcom may be running out of time to get things right.  
19 Customer-service problems have hurt its reputation — something the  
20 company can ill afford in an increasingly competitive marketplace.  
21 Competition from wireless and cable companies coupled with customer  
22 service woes resulted in a 6.6 percent loss of customer access lines last  
23 year at Hawaiian Telcom. The number of residential access lines fell 9.3

1 percent, or 37,696 lines, last year, which was partially offset by an  
2 increase in wireless phone and high-speed Internet customers.”

- 3 • “Hawaiian Telcom also is in the midst of a state Public Utilities  
4 Commission investigation into the company's deteriorated level of  
5 customer service. In addition to costing the company customers, the slow  
6 response times could result in penalties or fines levied by state regulators.”
- 7 • “Hawaiian Telcom said it is working to resolve billing problems. As  
8 recently as March, Hawaiian Telcom acknowledged that at least 100 low-  
9 income Hawaiian Telcom customers have received inaccurate bills that  
10 were higher than normal. The company blamed a ‘system error’ for the  
11 problem, which resulted in a misapplication of Lifeline phone bill credits.”
- 12 • “Hawaiian Telcom's billing problems were the result of a transition from  
13 ‘back office’ systems from prior owner Verizon Communications Inc. to  
14 Hawaiian Telcom in April 2006. Hawaiian Telcom bought the company in  
15 May 2005 with the pledge of bringing back to Hawai'i the finance, human  
16 resources, information technology, marketing and executive staff jobs the  
17 previous owner had located on the Mainland. The company has since  
18 added about 200 jobs. However the transition to a new Hawai'i back office  
19 resulted in numerous unexpected problems. Although Hawaiian Telcom's  
20 phone network remained reliable, thousands of customers received  
21 inaccurate bills and customers had to endure long waits for customer  
22 service.”

1 **Q. Please describe other information in the article about customer service**  
2 **problems that Hawaiian Telcom experienced.**

3 A. The article provided a table reflecting the number of written customer complaints  
4 filed against Hawaiian Telcom with the Hawaii Public Utilities Commission  
5 (PUC) from January 2006 through April 25, 2007. It also provided the total  
6 number of complaints filed with the Commission in 2005.

7 **Q. What did this data reveal?**

8 A. The data indicated that in the 15-month period from January 2005 through March  
9 2006, during which operations in Hawaii were being conducted either by Verizon  
10 for itself or, subsequent to close in May 2005, by Verizon on behalf of Hawaiian  
11 Telcom under the terms of the TSA, customer complaints filed with the Hawaii  
12 PUC averaged 2.3 complaints per month. However, in the 12 month period from  
13 April 2006 through March 2007 after cutover to Hawaiian Telcom's systems and  
14 processes, the monthly average number of customer complaints filed with the  
15 PUC jumped to 16 per month.

16 **Q. Did this table provide any other insights into the quality of service problems**  
17 **the telecommunications customers of Hawaii were experiencing?**

18 A. Yes. The table indicated that prior to cutover the percent of residential  
19 installation/billing inquiry calls answered within 20 seconds ranged from a low of  
20 68 percent to a high of 87 percent. After cutover to Hawaiian Telcom the percent  
21 of calls answered within 20 seconds immediately dropped to 20 percent and  
22 remained poor, ranging from a low of eight percent to a high of 55 percent until  
23 January 2007. Since that time, it appears Hawaiian Telcom has somewhat

1 resolved this issue with its performance ranging from 70 to 82 percent. The  
2 standard for calls answered within 20 seconds is 85 percent.

3 **Q. The article mentioned that Hawaiian Telcom “is in the midst of a state Public  
4 Utilities Commission investigation into the company's deteriorated level of  
5 customer service.” Do you know anything more about that?**

6 A. Based on information obtained from the Hawaii PUC web site  
7 ([www.hawaii.gov/budget/puc](http://www.hawaii.gov/budget/puc)), we were able to determine that on October 6,  
8 2006, the Commission filed Order No. 22928 in Docket No. 2006-0400. This  
9 order initiated an investigation to examine Hawaiian Telcom’s service quality and  
10 performance levels and standards in relation to its retail and wholesale customers.  
11 One of the requirements of this order was that Hawaiian Telcom is required to file  
12 weekly status reports and monthly service measurement reports regarding its retail  
13 service until further order by the Commission.

14 **Q. You mentioned earlier that the length of the Hawaiian Telcom TSA was 11  
15 months. What was the original timeline for the termination of the TSA?**

16 A. The original timeline was extended by two months because the company and its  
17 systems development contractor, BearingPoint, deemed that the systems were not  
18 ready to meet the original February 2006 cutover date.

19 **Q. How do you know that the TSA was extended?**

20 A. Because at that time Mr. Falcone was working for BearingPoint on the Hawaiian  
21 Telcom project.

22 **Q. Compare how early Hawaiian Telecom engaged BearingPoint in the process  
23 with how early FairPoint engaged Capgemini?**

1 A. According to Hawaiian Telcom’s 2006 10-K Report, BearingPoint was engaged  
2 pursuant to a Master Services Agreement as of August 6, 2004, to build and  
3 operate an information technology solution environment, including business  
4 processes, software applications and systems development that Hawaiian Telecom  
5 would use to operate its business. This indicates that BearingPoint was involved  
6 in Hawaiian Telcom’s system design and development process 9 months prior to  
7 Hawaiian Telcom’s, May 2, 2005 close with Verizon and 20 months prior to the  
8 cutover from Verizon’s systems to the systems that BearingPoint developed for  
9 Hawaiian Telcom. In comparison, FairPoint engaged Capgemini in January 2007,  
10 which is 12 months prior to its scheduled close date but only 16 months prior to  
11 its scheduled cutover date.

12 **Q. Compare the scope of Hawaiian Telcom’s OSS replacement with what**  
13 **FairPoint must do in New England.**

14 A. FairPoint must make a broader level of system replacement than that required for  
15 the Hawaiian Telcom OSS replacement. According to Hawaiian Telcom’s 2006  
16 10-K Report, it was able to purchase “certain core operations support systems”  
17 from Verizon as part of its acquisition. That is, some of the systems that Verizon  
18 used in its operations in Hawaii were conveyed over to Hawaiian Telcom for its  
19 use, whereas FairPoint will be replacing all of the systems currently used by  
20 Verizon in northern New England with its own systems designed, developed,  
21 integrated and tested by Capgemini. This means that FairPoint’s system  
22 replacement will be even more challenging than Hawaiian Telcom’s.

1 **Q. What would you observe about the readiness of Hawaiian Telcom’s systems**  
2 **and processes when it executed cutover?**

3 A. Judging by the service quality and customer service issues Hawaiian Telcom has  
4 experienced since it cutover to its own OSS, it certainly appears that Hawaiian  
5 Telcom’s systems and processes were not ready to assume the operations in  
6 Hawaii from Verizon. Additionally, Hawaiian Telcom itself stated in its 2006 10-  
7 K Report, “Our lack of critical back-office systems and IT infrastructure has  
8 negatively impacted our ability to operate as a standalone provider of  
9 telecommunications services, which has had an adverse effect on our business and  
10 results of operations.”

11 **Q. To what extent did Hawaiian Telcom have back-up plans, should it**  
12 **experience problems post cutover?**

13 A. Based on his experience, Mr. Falcone is aware that Hawaiian Telcom’s back-up  
14 plan was to implement manual processes to perform the functions that its systems  
15 were not yet capable of performing. Additionally, Hawaiian Telcom stated in its  
16 2006 10-K Report that because critical systems related to back-office functions  
17 such as customer care, order management, billing, supply chain, and other  
18 systems that interfaced with its financial systems lacked significant functionality,  
19 it was required to incur significant incremental expenses to retain third-party  
20 service providers in order to operate its business. (Hawaiian Telcom used these  
21 third parties to provide call center and manual processing services.) Hawaiian  
22 Telcom’s 2006 10K Report also indicated that as a result of its system problems it  
23 incurred additional internal labor costs in the form of overtime pay.

1 **Q. If Hawaiian Telcom had a back-up strategy that involved manual processes,**  
2 **why did it experience all the problems that it did?**

3 A. It appears that Hawaiian Telcom underestimated the problems that manual  
4 processes create in a modern telecommunications network. A manual process will  
5 often fix one problem but at the same time create many other problems for the  
6 operation.

7 **Q. Can you provide an example of what you mean by that statement?**

8 A. Assume that a manual process is created to provision a service order for a product  
9 that could not be handled by the automated systems. This process may work well  
10 to provision the service for the customer; however, it may fail to update the  
11 billing records or the inventory records, a failure which ultimately will create  
12 billing, maintenance and repair, and equipment assignment problems down the  
13 road. This is only one example of some of the many problems that can occur as  
14 the result of manual processes. Such problems are even more likely to occur  
15 when manual processes must be implemented using inexperienced work groups,  
16 which was the case for Hawaiian Telcom and will likely be the case for FairPoint.

17 **Q. Please summarize your testimony concerning transitional issues associated**  
18 **with the proposed transaction.**

19 A. Our own experience in the industry and observation of a similar transaction has  
20 convinced us that providing a smooth transition is perhaps the most important  
21 operational issue to address in this transaction and is one that creates significant  
22 risk for FairPoint and particularly for the telecommunications customers of New  
23 Hampshire. The recent example of Hawaiian Telcom is telling and we believe

1 particularly relevant to this transaction, given the significant similarities. Both  
2 transactions involve the requirement of a major replacement of the operating  
3 systems necessary for the day-to-day operations of the business. Both also  
4 involve the use of a TSA with Verizon to provide the daily operating support  
5 during the period between closing and system cutover with terms that provide a  
6 strong incentive for premature cutover. In the Hawaiian Telcom case, these  
7 circumstances led to a premature cutover with consequences of poor service for  
8 the customers, a loss of customers and significant additional expense for the  
9 company. It is important to avoid a similar scenario in New Hampshire

10 We have found FairPoint to be well aware of the problems that arose in  
11 the Hawaiian Telcom transaction and working vigorously to avoid them. They  
12 have assembled a team to address the issues, but it is still a team that has never  
13 experienced a transition of this type and magnitude. The challenges are daunting,  
14 and we believe that FairPoint is overly optimistic about the ability of its team to  
15 overcome these challenges as quickly or as economically as they project.  
16 FairPoint has made assurances that it will not contemplate a premature  
17 withdrawal from the TSA. However, the terms of the TSA are, in the long run,  
18 skewed in Verizon's favor. This leads us to believe that the risk of withdrawal  
19 from the TSA before the newly developed systems are fully working is  
20 unacceptably high, if FairPoint's currently very optimistic projections of the  
21 development timeframes prove to be flawed. The residents and businesses in  
22 New Hampshire should not suffer as a consequence of such a decision.  
23 Furthermore, as the testimony of Staff witness Randall Vickroy indicates, the

1 financial consequences of a Hawaiian Telcom-like experience on FairPoint would  
2 be dire. Thus, we believe that the risks associated with the transition are  
3 sufficiently large that the Commission should not find that this proposed transfer  
4 is in the public interest, unless Verizon and FairPoint make changes in the  
5 proposed transaction and abide by rigorous conditions designed to protect New  
6 Hampshire customers from the potential consequences of a major transition  
7 failure.

## 8 **STAFFING**

9 **Q. Mr. Nixon's March 23, 2007 direct testimony (page 14, lines 14-18) indicated**  
10 **that FairPoint would be staffing approximately 600 new positions in**  
11 **northern New England to replace centralized functions currently performed**  
12 **by Verizon outside the region. Has FairPoint provided any information**  
13 **about its progress staffing these 600 new positions?**

14 A. FairPoint indicated that it has filled 17 of the new positions it plans to staff in  
15 northern New England as of June 11, 2007. FairPoint's response to Labor Follow-  
16 up Data Request FDR I-37 indicates that the positions filled to date have all been  
17 senior level management positions. Additionally, according to FairPoint, it  
18 appears that since its June 11, 2007 data response a handful more of its senior  
19 level management positions have been filled. More importantly, since March 23,  
20 2007, when Mr. Nixon filed his direct testimony, the number of new positions that  
21 FairPoint is looking to staff in northern New England appears to have increased  
22 from 600 to 700. (See Vermont Rebuttal Testimony of Peter G. Nixon, June 27,  
23 2007, page 18, lines 17-20.)

1 **Q. What background has FairPoint provided on the management team it is**  
2 **putting together to manage its operations in Northern New England?**

3 A. Between the biographical information provided by the witnesses in FairPoint's  
4 direct testimony and presented by FairPoint management team members at the  
5 technical conferences held from June 4 through June 6, 2007, and resumes  
6 provided in FairPoint Attachments FPNH 0915 – FPNH 0935, FairPoint has  
7 supplied a good deal of information about its management team. The testimony of  
8 Staff witness John Antonuk also provides additional information on FairPoint's  
9 staffing plan for senior level management positions.

10 **Q. What is your impression of the management team that FairPoint is building?**

11 A. From what we've seen and heard to date, the people that FairPoint has either  
12 assigned to the New England project from its current organization or has hired to  
13 lead its operations in New England are qualified. The team has many years of  
14 experience in the industry and possesses a diverse skill set. They also appear to be  
15 motivated to do what it will take to make the transition from Verizon as smooth as  
16 possible.

17 **Q. Aside from the 17 or so management positions it has filled, has FairPoint**  
18 **provided any detail on the approximately 680 remaining positions it still**  
19 **needs to fill?**

20 A. FairPoint's response to Labor Follow-up Data Request FDR I-37 indicated that it  
21 is currently developing its staffing and hiring plan for the remaining positions.

22 **Q. Has FairPoint provided any indication what roles these new employees will**  
23 **fill?**

1 A. The Direct Testimony of Peter G. Nixon, March 23, 2007, page 14, lines 20-22,  
2 stated that FairPoint will be hiring new employees to perform the work that  
3 Verizon currently does from centralized locations that will not be part of the  
4 acquisition. The same testimony (page 18, lines 17-19) also indicated that some of  
5 these positions will be filled to improve service quality and increase FairPoint's  
6 focus on residential and business customers.

7 **Q. Did FairPoint provide any information on where these people will work,**  
8 **what responsibilities they will have, and when they will be hired?**

9 A. According to its Attachments FPHN 1001 through FPNH 1009, FairPoint will be  
10 opening new work centers in Manchester and Littleton, New Hampshire, as well  
11 as in Burlington, Vermont and in Bangor and Portland, Maine to replace those  
12 functions that Verizon performs from central, out-of-region locations today. The  
13 Manchester center, with approximately 190 new positions, will support business  
14 and wholesale sales, accounting, marketing, engineering, risk management and  
15 staff support. The Littleton center, with approximately 50 new positions, will  
16 support telemarketing, credit and collections and marketing. The Burlington  
17 center, with approximately 145 new positions, will support business and  
18 wholesale sales, circuit provisioning, order and billing management for wholesale  
19 services, regulatory, marketing and desktop information technology support.  
20 FairPoint expects the two Maine centers to be staffed by approximately 125 new  
21 positions each. The Portland center will support business and wholesale sales,  
22 accounting, human resources, risk management, legal, bill analysis and  
23 production, supply chain and staff support. The center in Bangor will support

1 telemarketing, accounts payable, payroll, billing support and marketing. In  
2 addition to these work centers, FairPoint indicated that there would be other  
3 positions filled in various locations throughout the three states. FairPoint noted  
4 that the number and timing of its new employee hires are contingent on receipt of  
5 the required regulatory approvals and completion of the merger, with the bulk of  
6 its hiring expected to occur during the fourth quarter of 2007 and the first quarter  
7 of 2008.

8 **Q. What is FairPoint's recent experience in staffing work centers?**

9 A. FairPoint is in the process of consolidating its existing customer service locations  
10 across the country into two centers. The consolidation has resulted in the closing  
11 of 10 local customer service offices and the partial closing of 10 other local  
12 offices. FairPoint's response to Staff Data Request 2-94 indicates that the  
13 consolidation began in December 2006 and is planned to continue through August  
14 2007. The two centers are located in Maine, serving FairPoint East and  
15 Washington State, serving FairPoint West, according to FairPoint's response to  
16 Staff Data request 2-92.

17 FairPoint has hired approximately 60 employees to staff the two centers.  
18 Those centers will eventually be responsible for handling all customer service  
19 inquiries for the existing FairPoint operations (which will not include the northern  
20 New England operations to be acquired from Verizon), according to FairPoint's  
21 response to Staff Data Request 2-95. In addition, FairPoint's response to Staff  
22 Data Request 2-97 notes that renovation was required at the two existing centers

1 to accommodate the additional workstations and employees. Renovation at  
2 FairPoint's South China, Maine center will be complete in October 2007.

3 **Q. What is your view of FairPoint's ability to adequately staff the new work**  
4 **center positions it needs to fill?**

5 A. We believe that it is likely FairPoint will not be able to fill these positions as  
6 quickly as its current plans require. There is substantial risk that FairPoint will not  
7 be able to find enough candidates in the northern New England area with the  
8 experience and skills needed to perform the work of the remaining approximately  
9 680 positions. To fill many of those positions FairPoint will probably need to  
10 identify qualified resources from outside the tri-state area and convince people to  
11 relocate. This is a time consuming, costly and difficult task when a company has  
12 only a few positions to fill. FairPoint is faced with the enormous task of having to  
13 fill hundreds of positions in this manner.

14 **Q. Why do you think FairPoint's ability to find people with the skills and**  
15 **experience it needs in northern New England for many of its new work**  
16 **center positions is risky?**

17 A. First, while FairPoint will be able to staff many of its information technology and  
18 administrative jobs from a broad labor pool, this will not be easy for most of the  
19 specialized network operations jobs such as network engineering and network  
20 surveillance that Verizon has historically performed in work centers outside of the  
21 northern New England area. Therefore, it will be difficult for FairPoint to find an  
22 abundance of people with these skills available in the tri-state area.

1 **Q. You spoke earlier about FairPoint’s experience consolidating its existing**  
2 **customer service call centers and hiring new people to staff its two**  
3 **consolidated centers. Would you expect this consolidation experience to**  
4 **mitigate some of your concerns?**

5 A. Any experience will aid FairPoint’s efforts. However, staffing these new work  
6 centers is a very different experience from the consolidation of existing customer  
7 call centers. In that case, FairPoint was increasing staff in two existing call centers  
8 where it already had experienced employees to assist with training and the  
9 transition. In this case, FairPoint will be establishing entirely new work centers  
10 from scratch and staffing them with people it must identify and attract to relocate  
11 to the region. In addition, as noted above, many of the employees needed to staff  
12 FairPoint’s new work centers will require more specialized skills than those  
13 needed to staff call centers.

14 **Q. To what extent will inexperienced personnel suffice, if FairPoint cannot find**  
15 **a sufficient number of qualified people?**

16 A. Staffing with inexperienced people is certainly an option; however, there are a  
17 couple of major problems that FairPoint will experience should it find itself  
18 staffing network operations jobs with inexperienced people. The first, and most  
19 significant, problem is that these are critical jobs for the safety and reliability of  
20 the telecommunications network in New Hampshire. In addition, anyone new to a  
21 job function will be less competent and efficient in performing the job than an  
22 experienced employee, no matter how talented the new person is, and the more  
23 difficult the job, the longer it will take to overcome those deficiencies. In the

1 meantime, until the new FairPoint employees have sufficient time to learn their  
2 jobs, the telecommunications customers of New Hampshire will likely experience  
3 lower service quality, with resultant problems ranging from lost or incorrect  
4 service orders to major network outages.

5 Additionally, it is not clear how FairPoint intends to train its inexperienced  
6 employees on their new job duties. For example, two key work functions that  
7 FairPoint has identified for the new positions are network surveillance and  
8 network operations, which we believe are jobs that will be difficult to fill. Unless  
9 FairPoint can identify and attract a sufficient number of people who have  
10 experience in those areas, FairPoint will have many more people requiring  
11 training than people qualified to do the training.

12 **Q. If Verizon employees currently perform the centralized job functions, can we**  
13 **expect the same Verizon employees to train FairPoint’s new staff members in**  
14 **those job functions in time for cutover?**

15 A. Having Verizon train FairPoint’s new employees on centralized job functions that  
16 Verizon is performing today might appear to be a logical solution. However,  
17 according to FairPoint’s response to Staff Data Request 3-82, because it plans to  
18 replace all of the Verizon systems that support the northern New England  
19 operations with new OSS, no need exists for Verizon to provide FairPoint  
20 employees with training.

21 **Q. What is your view of the proposition that FairPoint’s replacement of all**  
22 **Verizon’s OSS negates Verizon’s ability to train FairPoint’s new staff**  
23 **members?**

1 A. While it is true that FairPoint's staff will be required to learn how to operate with  
2 FairPoint's replacement OSS, there are some basic job duties and necessary  
3 knowledge that could be learned independently of the OSS used. For example,  
4 Verizon's current network management center staff could train FairPoint's new  
5 staff members on the processes and procedures it follows to monitor a complex  
6 network such as the one FairPoint will be obtaining from Verizon in northern  
7 New England, and the steps it takes to perform corrective action when a problem  
8 in that network is detected. Additionally, although FairPoint will be using  
9 different OSS to conduct its operations in northern New England, those OSS will  
10 initially be populated with the same data that Verizon uses in its current systems.  
11 Therefore, Verizon's employees can train FairPoint's new staff on how the data is  
12 currently used to operate the business.

13 **Q. In addition to the learning curve requirements for new job assignments, what**  
14 **are your observations about the issues raised by the need for FairPoint's new**  
15 **staff members to learn to operate with FairPoint's replacement systems?**

16 A. As discussed elsewhere in our testimony, FairPoint's timeline for designing,  
17 developing, integrating, testing and cutting over its new systems is very  
18 aggressive. In the same time window, FairPoint must also be able to train its new  
19 and, very likely, inexperienced employees both in how to perform a new job and  
20 how to operate the new systems. To meet FairPoint's aggressive schedule, its new  
21 staff must be in place and capable of taking over and operating the network on the  
22 projected May 30, 2008 cutover date. Considering that FairPoint has indicated  
23 that its staffing of these new positions is largely contingent upon regulatory

1 approval and completion of the merger, this essentially allows FairPoint about  
2 five to six months to identify, hire and train well over 600 new employees. We  
3 believe that this is an extremely ambitious undertaking and that degraded service  
4 quality will be inevitable if FairPoint fails to make it happen.

5 **Q. What information has FairPoint provided on how it will obtain the other**  
6 **employees it will need to operate in northern New England?**

7 A. The Direct Testimony of Peter G. Nixon, March 23, 2007, page 16, lines 1-5  
8 indicated that the approximate 3,000 Verizon employees who currently work in  
9 the northern New England states will be transferred to FairPoint following the  
10 merger and will continue in their same or similar functions and work locations.  
11 Mr. Nixon also stated (page 16, lines 13-23) that these employees will be essential  
12 members of the FairPoint team and that experienced Verizon company employees  
13 “are the cornerstone” of FairPoint’s plans going forward.

14 **Q. Are Verizon’s current employees who run the operations in northern New**  
15 **England prevented from transferring to other positions within Verizon that**  
16 **will not be affected by the sale of the northern New England assets to**  
17 **FairPoint?**

18 A. No. During the Technical Conference held on June 5, 2007, Verizon confirmed  
19 that the employees that have been identified for transfer to FairPoint are still free  
20 to transfer to other jobs within Verizon or to stay with Verizon.

21 **Q. Have any Verizon employees that were identified to move to FairPoint left**  
22 **for other jobs within Verizon since the announcement of the sale of Verizon’s**  
23 **northern New England assets to FairPoint?**

1 A. Yes. According to Verizon's response to Staff Follow-up Data Request FDR I-2  
2 and I-5 and Confidential Attachment Staff GI: 1-2, from January 1, 2007 through  
3 May 31, 2007, [BEGIN CONFIDENTIAL]

4

5

6

[END CONFIDENTIAL]

7 **Q. How does this attrition rate compare to the same time period in prior years?**

8 A. According to Verizon's response to Staff Follow-up Data Request FDR I-5,  
9 during the same five month period for 2004, 2005 and 2006, the attrition rate  
10 since the announcement of the sale to FairPoint in 2007 [BEGIN

11 CONFIDENTIAL]

12

13

[END CONFIDENTIAL]

14 **Q. Does FairPoint have a provision in its contract with Verizon that would**  
15 **prohibit employees from moving from FairPoint back to Verizon after the**  
16 **close of the transaction?**

17 A. No. FairPoint's response to OCA Follow-up Data Request FDR V-5 stated that it  
18 did not believe a provision to prohibit employees from moving back from  
19 FairPoint to Verizon was necessary because Verizon is leaving the region and  
20 FairPoint is taking over local exchange operations in all three states.

21 **Q. Do you agree that Verizon is leaving the region?**

22 A. We do not agree that Verizon is leaving the region. Verizon has indicated that it  
23 will still have seven subsidiary companies doing business in the three northern

1 New England states after closing. Those companies will market and sell a diverse  
2 set of telecommunications services. Such services include but are not limited to  
3 local, long distance, and enhanced services, principally provided to enterprise and  
4 government customers; wireless services; and non-LEC network integration  
5 services for commercial and government customers. (See the Direct Testimony of  
6 Stephen E. Smith, March 23, 2007, page 19, lines 1-22.) Moreover, Massachusetts  
7 and New York will remain important Verizon local exchange service territories.  
8 Significant sectors of these two states must be considered as competitive job  
9 location alternatives to FairPoint's operations in northern New England.

10 **Q. Who is responsible for the pension and other retirement benefits for**  
11 **employees that retire prior to the close of the transaction?**

12 A. In the Direct Testimony of Stephen E. Smith, March 23, 2007, page 12, lines 6-8,  
13 Verizon has stated that it is responsible for the pension, health and welfare  
14 obligations to its employees who retire prior to close.

15 **Q. What percentage of Verizon management and non-management employees**  
16 **responsible for the maintenance and operations of the network in New**  
17 **Hampshire are pension eligible?**

18 A. According to Verizon's response to Staff Data Request 2-28 and Confidential  
19 Attachment Staff GII 2-28, the number and percentage of the total New  
20 Hampshire employees who are retirement eligible with full benefits as of  
21 December 31, 2007 are **[BEGIN CONFIDENTIAL]**

22  
23 **[END CONFIDENTIAL]**. Additionally, the number and percentage of total

1 New Hampshire employees who are retirement eligible with reduced benefits as  
2 of December 31, 2007, are **[BEGIN CONFIDENTIAL]**

3

4 **[END CONFIDENTIAL]**. The sum of the New Hampshire employees who are  
5 retirement eligible as of the end of 2007 is **[BEGIN CONFIDENTIAL]**

6

7 **[END CONFIDENTIAL]**.

8 **Q. What provisions do FairPoint staffing plans make for existing Verizon**  
9 **employees who are retirement eligible?**

10 A. FairPoint has not taken into account the number of employees it may lose through  
11 retirements stimulated by the transfer or other short-term effects. FairPoint's  
12 response to Staff Data Request 2-51 indicates that it has not performed an  
13 employee-level analysis of the Verizon employees in New Hampshire who are  
14 retirement eligible. FairPoint also has not surveyed Verizon employees to  
15 determine how many are likely to stay on with FairPoint and how many are likely  
16 to retire or otherwise leave, according to its response to Labor Data Request FDR  
17 I-38.

18 **Q. What information has Verizon provided to FairPoint that would identify the**  
19 **employees transferring from Verizon and the experience of these employees?**

20 A. **[BEGIN CONFIDENTIAL]**

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**[END CONFIDENTIAL]**

**Q. For those jobs performed by Verizon today within the tri-state region, do you believe that FairPoint can depend on Verizon’s transferring a complete and experienced staff at close?**

1 A. No, we do not believe that FairPoint can assume Verizon will transfer a complete  
2 and experienced staff at close. Verizon indicated that its employees who have  
3 been identified to be transferred to FairPoint are entitled to bid for other jobs.  
4 Additionally, based on the data supplied by Verizon, the attrition rate for these  
5 employees has **[BEGIN CONFIDENTIAL]** **[END**  
6 **CONFIDENTIAL]** in the first five months since the announcement of the  
7 transaction over the attrition rate for the same time period in the prior three years.  
8 This is an indication that employees are choosing to leave the business or transfer  
9 to another job within Verizon rather than be transferred to FairPoint. Our concern  
10 is that if this trend continues over the remaining months to the scheduled close  
11 date, FairPoint could experience a serious loss of highly qualified personnel, and  
12 that may have an impact on FairPoint's ability to operate the network, resulting  
13 ultimately in degraded customer service.

14 **Q. Has FairPoint given any indication that it may not be receiving sufficient**  
15 **staff from Verizon to operate the network in New Hampshire?**

16 A. FairPoint's response to OCA Follow-up Data Request FDR II-4 noted that it has  
17 concluded, based on information provided by Verizon, that the current service  
18 quality problems experienced by customers in New Hampshire can be attributed  
19 to insufficient staffing at the technician level. Continued attrition of Verizon  
20 employees identified for transfer to FairPoint will only serve to make the service  
21 quality and FairPoint's staffing problems worse.

22 **Q. Why is the large number of Verizon employees who are retirement eligible a**  
23 **cause for concern?**

1 A. In the Direct Testimony of Stephen E. Smith, March 23, 2007, page 12, lines 6-8,  
2 Verizon has indicated that it is responsible for the pension, health and welfare  
3 obligations to its employees who retire prior to close. It is well known that most  
4 people dislike change and uncertainty. In addition, employees with defined  
5 benefit pension plans are experiencing increased anxiety that many companies are  
6 eliminating or modifying those plans. Such considerations may motivate many of  
7 these people to leave the business between now and the close of the transaction  
8 between Verizon and FairPoint in order to secure their known pension and  
9 retirement benefits rather than join a new, unknown company that may decide in  
10 the future to modify those benefits. Furthermore, any automatic changes in retiree  
11 benefits, such as those connected to changing interest rates, could accelerate this  
12 trend. The senior, experienced, and highly qualified people who are most affected  
13 by these considerations are precisely the employees that FairPoint can ill afford to  
14 lose.

15 **Q. Please summarize your testimony on staffing issues.**

16 A. FairPoint will need a complete and experienced staff in order to assure an  
17 effective operation of the business in New Hampshire and a smooth transition for  
18 customers. FairPoint is highly dependent on Verizon to transfer the vast majority  
19 of that staff, and in particular those required at closing, and FairPoint has no  
20 guarantees that Verizon will be able to do so. As we have noted, a significant  
21 number of Verizon employees currently supporting the New Hampshire  
22 operations are retirement eligible and all have the ability to transfer to other  
23 positions within Verizon before closing if such positions become available. For

1 various reasons, we believe many employees may desire to avail themselves of  
2 these opportunities.

3 FairPoint also has the challenge of filling 700 completely new positions at  
4 various times but all before the date of cutover, which FairPoint currently predicts  
5 will happen five months after closing. FairPoint has only just begun this daunting  
6 task by filling a handful of jobs at the senior management levels and has indicated  
7 that it will not start filling the majority of the remaining positions until late in the  
8 fourth quarter of 2007. This allows very little time for hiring, staffing and  
9 training before FairPoint's projected May 2008 cutover date. If FairPoint does  
10 not fill its open positions and complete the training of its new employees before  
11 cutover, customer service will suffer.

## 12 **NETWORK SERVICE QUALITY**

13 **Q. Has FairPoint provided network service quality results for its current**  
14 **properties in northern New England?**

15 A. FairPoint Confidential Attachments CFPNH 0226 through CFPNH 0373 provided  
16 2002 through 2006 results for the performance measures FairPoint tracks for its  
17 current northern New England properties. These performance measures include  
18 Troubles per 100 Access Lines, Troubles Cleared within 24 Hours, Percent  
19 Installation Appointments Met, and Average Delay Days for Missed  
20 Appointments.

21 **Q. Based on your review of FairPoint's results, what do you observe about the**  
22 **quality of service it is currently providing in northern New England?**

1 A. Based on FairPoint's reported year end results for 2004, 2005 and 2006 in six of  
2 its current properties in Northern New England, we found that the results are  
3 generally positive and consistent from year to year. The FairPoint properties  
4 included in this analysis were: Standish Telephone, Sidney Telephone, China  
5 Telephone, Maine Telephone, Northland Telephone and Community Services  
6 Telephone.

7 **Q. What important performance indicators does FairPoint not track in its  
8 current service areas?**

9 A. FairPoint's response to OCA Data Request 2-5 indicates that it does not track  
10 performance on Average Time to Repair, Repair Service Answer Time, Average  
11 Installation Interval, Out of Service Repair Interval, and Held Orders over 30  
12 Days.

13 **Q. What do you understand about the known issues with the level of service  
14 quality Verizon is currently providing in New Hampshire?**

15 A. As a result of Verizon's deteriorating results on a number of service quality  
16 indices, the Commission opened Docket DT 04-019 to investigate Verizon's  
17 service quality problems. This docket identifies Held Orders Over 30 Days,  
18 Customer Trouble Reports per 100 Lines, Percent Out of Service Cleared in less  
19 than 24 Hours, Average Hours for Repair Completion, Percent Repair  
20 Commitments Met, and Repair Service Answer Time as the Verizon service  
21 quality measures that are of most concern.

22 **Q. Is FairPoint aware of the service quality issues addressed in the docket you  
23 cited?**

1 A. Yes. FairPoint's response to Staff Data Request 2-40 and the Direct Testimony of  
2 Michael L. Harrington, page 15, lines 1-3, indicate that FairPoint is aware of the  
3 service quality issues addressed in this docket.

4 **Q. Has FairPoint committed to address these service quality issues and the**  
5 **Commission's current service quality standards?**

6 A. FairPoint's response to OCA Follow-up Data Request FDR II-6 and FDR II-17a  
7 stated that it will meet the Commission's service quality standards beginning six  
8 months after the cutover is complete. However, during the technical conference  
9 held on June 5, 2007, FairPoint stated that it could not yet develop a  
10 comprehensive plan to address the service quality issues in New Hampshire  
11 because it did not have the data it needed from Verizon to perform a root-cause  
12 analysis of these problems. FairPoint indicated that it does not expect to have its  
13 detailed service quality plan for New Hampshire complete until sometime around  
14 August 20, 2007. (See FairPoint's response to Staff Follow-up Data Request FDR  
15 II-9.) Subsequent to the Technical Conference, FairPoint, in its response to OCA  
16 Follow-up Data Request FDR II-4, indicated that based on further information  
17 provided orally by Verizon, FairPoint has concluded that the service quality issues  
18 can be addressed primarily through increased staffing at the technician level.

19 **Q. What position has FairPoint taken with respect to automatic financial**  
20 **penalties for failure to meet service quality benchmarks as part of a**  
21 **condition for transaction approval?**

22 A. FairPoint has not agreed to automatic financial penalties for failure to meet  
23 service quality benchmarks; it has only agreed to report on its progress adding

1 technicians to address the service problems. (See FairPoint’s response to OCA  
2 Follow-up Data Request FDR II-17d).

3 **Q. What is FairPoint’s estimate of the cost it will incur to meet the**  
4 **Commission’s service standards?**

5 A. FairPoint’s response to OCA Follow-up Data Request FDR II-17c indicated that  
6 FairPoint has estimated that the increase in operating expenses required to meet  
7 the Commission’s service quality standards will be approximately \$1,000,000 per  
8 year for the hiring of additional technicians.

9 **Q. What is your view of the basis of FairPoint’s conclusion that the service**  
10 **quality problems can be addressed primarily by adding technicians?**

11 A. It is not clear to us how FairPoint can conduct a root-cause analysis and determine  
12 its strategy for fixing the service problems in New Hampshire based on  
13 information provided orally by Verizon. Without conducting the proper analysis,  
14 it is not possible for FairPoint to determine the number of technicians it would  
15 need, even if simply adding technicians would resolve the problem. Furthermore,  
16 it is possible that the current work force is sufficient in size, but for reasons  
17 unknown to FairPoint, the productivity of the Verizon technicians is not optimal.  
18 This can result from a number of causes; for example, insufficient vehicle  
19 availability for provisioning and repair dispatches, insufficient test equipment, or  
20 poor morale, among others. If this is the case, adding technicians will only have a  
21 marginal impact. We have not concluded, nor can we at this point conclude, that  
22 adding technicians will not help the situation; we simply believe that more

1 FairPoint analysis is necessary to address this important issue, and identify a  
2 strategy that will be effective before it quantifies the resource needs and costs.

3 **Q. What do other available data tell you about whether adding technicians will**  
4 **prove an effective solution to this problem?**

5 A. **[BEGIN CONFIDENTIAL**

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19 **END CONFIDENTIAL]**

20 **Q. Does FairPoint now have all of the data it needs to perform a root-cause**  
21 **analysis of the service quality problems in New Hampshire?**

22 A. It is not clear whether FairPoint has sufficient data to perform a root-cause  
23 analysis of service quality problems in New Hampshire. Verizon's response to

1 Staff Follow-up Data Request FDR II-4 stated that it believes it has provided all  
2 the data that FairPoint requested and has the right to review under the merger  
3 agreement. Yet, in its response to a follow-up data request asking for: (a) all  
4 additional data that Verizon provided to FairPoint on its service quality issues,  
5 and (b) FairPoint’s documentation on its service quality investigation, FairPoint  
6 responded that: (a) “[a]ll relevant data will be provided as it becomes available,”  
7 and (b) “[u]pon receipt of data from Verizon, and continuous receipt up to and  
8 through close, FairPoint will utilize the data to understand the root causes of  
9 service quality issues in order to develop remediation plans to restore service to  
10 higher quality levels. All such relevant data will be provided as it becomes  
11 available.” (See FairPoint’s Response to OCA Follow-up Data Request II-15 a  
12 and b.) These two conflicting responses suggest confusion between FairPoint and  
13 Verizon as to what data and information FairPoint is entitled to and that FairPoint  
14 does not have all the data it requires from Verizon to perform its analysis.

15 **Q. How might FairPoint account for uncertainties such as those occasioned by**  
16 **network quality issues?**

17 A. One way to account for the uncertainties occasioned by network quality issues  
18 would be for FairPoint to conduct a sensitivity analysis on its capital expenditure  
19 model using various best case/worst case scenarios about the quality of the  
20 network it will be obtaining from Verizon.

21 **Q. Has FairPoint conducted any such analysis?**

1 A. FairPoint’s response to Staff Follow-up Data Request FDR I-2 indicates that  
2 FairPoint has not conducted any sensitivity analysis on its capital expenditure  
3 model.

4 **Q. Given that FairPoint indicated that it did not have the data it requires to**  
5 **perform a root-cause analysis of the service quality problems, what**  
6 **information did FairPoint provide to show how it arrived at the capital it**  
7 **budgeted to address these problems?**

8 A. In response to Staff Follow-up Data Request FDR II-1 asking this question,  
9 FairPoint referred Staff to its response to OCA FDR II-17. The response to the  
10 OCA follow-up data request, however, did not address any capital budget  
11 question. The only budget item that can be found in that response is FairPoint’s  
12 \$1,000,000 estimate for operating expenses needed to address the service quality  
13 issues.

14 **Q. Aside from adding technicians, has FairPoint provided any other indication**  
15 **of how it intends to improve service quality in the state?**

16 A. Yes. FairPoint’s response to OCA Follow-up Data Request FDR II-6 stated that  
17 “service quality will improve through the expanded availability of broadband  
18 service through FairPoint’s broadband expansion plan.” FairPoint also indicated  
19 that it is working with wholesale customers to address their quality of service  
20 needs as well as agreeing to conform to the standards in Verizon’s existing  
21 performance assurance plan (PAP). FairPoint also indicated it is working with the  
22 electric utilities to address joint pole issues in New Hampshire.

1 Q. **Do you agree with FairPoint’s view that service quality will improve through**  
2 **the expanded availability of broadband service provided by FairPoint’s**  
3 **broadband expansion plan?**

4 A. No. FairPoint’s broadband expansion will improve the service options that will  
5 be available to customers; however, we do not believe that this plan does anything  
6 to address the many maintenance issues identified in the Commission’s service  
7 quality docket.

8 Q. **In addition to FairPoint’s lack of a service quality improvement plan and**  
9 **lack of the root-cause analysis needed to develop such a plan, please discuss**  
10 **whether you have any other concerns with FairPoint’s commitment to bring**  
11 **service quality levels to up to standards within six months from cutover.**

12 A. According to FairPoint, it will be staffing between 600 to 700 new support  
13 positions to conduct activities previously performed by Verizon’s centralized  
14 staff. Many of those positions will include inexperienced new staff members in  
15 customer facing organizations and network operations. FairPoint will also be  
16 relying on an OSS platform that we consider very likely to experience some start-  
17 up problems until FairPoint can work out all of the “bugs.” We appreciate  
18 FairPoint’s commitment to improve service levels in such a short timeframe, but  
19 remain skeptical of its ability to make it happen.

20 Q. **Please discuss your previously stated concern about the lack of due diligence**  
21 **in relation to your views about FairPoint’s ability to meet its service quality**  
22 **improvement objectives.**

1 A. As we discussed in the “Other Network Issues” section of this testimony, a result  
2 of the minimal due diligence conducted by FairPoint on Verizon’s network is that  
3 FairPoint may find, after it assumes responsibility for the network, that it is faced  
4 with more service quality issues than it had anticipated. A recent example of this  
5 is the Raymond central office. If the Raymond area had not experienced the  
6 severe storms this past April, which caused the central office to flood, and if those  
7 storms were to occur next April instead, FairPoint would face the immediate  
8 problem of the equipment outages caused by the flood and the long-term problem  
9 of developing a permanent solution to prevent further flood related outages. As it  
10 stands, FairPoint may have to complete work on the long-term solution for the  
11 Raymond central office if Verizon does not complete this work prior to close. The  
12 question remains, however, whether there are other “Raymond-like” surprises in  
13 any of the three states that FairPoint is unaware of but will have to deal with,  
14 thereby diverting resources from addressing the day-to-day service quality issues.  
15 Unfortunately, we do not believe that FairPoint will know this answer until it is  
16 too late to address them in negotiations with Verizon before close.

17 **Q. How does FairPoint plan to collect the data it will need to generate the**  
18 **various service quality metric reports that the Commission and the FCC**  
19 **require?**

20 A. FairPoint’s response to Staff Follow-up Data Request FDR III-2 indicated that, in  
21 working with Capgemini, it believes it has included the data collection necessary  
22 for regulatory reporting as requirements in its system design.

1 **Q. What are your views about FairPoint’s ability to generate the required**  
2 **service performance and PAP reports and calculating PAP payments?**

3 A. We have very extensive experience in auditing of these reports as well as in the  
4 development of the reports based on regulatory reporting requirements. We know  
5 that producing the reports and calculating and administering the PAP payments is  
6 an extremely complex process and one that requires a great deal of attention. Even  
7 companies such as Verizon, AT&T, and Qwest, who have been in the business of  
8 creating these reports for a long time, had errors in their report outputs when they  
9 were subjected to an external audit.

10 The fact that FairPoint and Capgemini have considered this and are  
11 including regulatory reporting in their requirements is positive. It remains to be  
12 seen whether FairPoint will be capable of producing reliable performance reports  
13 and PAP payment calculations within the first six months of cutover.

14 **Q. Please summarize your testimony about service quality issues.**

15 A. The Commission has had a long-standing concern about the quality of service that  
16 Verizon provides to the customers of New Hampshire. FairPoint has  
17 acknowledged this and plans to address it by adding network technicians. We are  
18 concerned that FairPoint has insufficient knowledge of the New Hampshire  
19 network and the causes of Verizon’s service performance issues to accurately  
20 gauge the actual requirements to address these concerns. Furthermore, we believe  
21 there is evidence that the service quality issues are sufficiently serious that  
22 FairPoint is significantly underestimating the remediation that will be required to  
23 address them. Not only is FairPoint’s estimate of the expense increase for

1 additional staffing likely to be too low but the problem may require capital  
2 investment in addition to increases in staff.

3 **RETAIL SERVICE**

4 **Q. What are the areas that FairPoint needs to address in order to provide retail**  
5 **service that meets the needs of New Hampshire customers?**

6 A. We have already addressed a number of issues that can have a major impact on  
7 the quality of the retail service that FairPoint would provide in New Hampshire if  
8 the Commission approves this proposed transaction. Unless FairPoint addresses  
9 the network service quality, capital investment, staffing, and back-office system  
10 concerns we have already raised, customers can experience such problems as  
11 missed repair and installation appointments, prolonged network outages, and  
12 incorrect bills. In addition, New Hampshire customers continue to suffer from  
13 inadequate availability of higher-speed data access, and FairPoint will need to be  
14 able to successfully complete its broadband plan to address this issue, as we have  
15 also noted.

16 However, there are other matters that FairPoint needs to address in order  
17 to provide a successful transition for retail customers. These include customer  
18 transition planning, customer sales and service options, call center quality, billing  
19 and collections options, and customer research and communications planning.

20 **Q. How does FairPoint plan to transition Verizon customers to FairPoint?**

21 A. FairPoint's response to Staff Data Request 2-111 indicates that it is currently  
22 developing a plan that will include such items as customer communications,  
23 changes to bill formats, rebranding, market awareness, and advertising strategy.

1 FairPoint has not provided any details of this plan, which makes it impossible to  
2 assess its completeness or viability.

3 **Q. How do FairPoint's current sales and service options compare to those of**  
4 **Verizon?**

5 A. In responses to Staff Data Requests 2-124 and 3-107, FairPoint indicated that it  
6 currently offers no self-service options to customers. Verizon offers a wide  
7 variety of both web-based and telephone-based self-service options.

8 Verizon's web site shows that Verizon offers very robust web-based  
9 services. Residential and business customers can view current bills and billing and  
10 payment history, pay bills, order additional services, set up new phone service,  
11 move services to another home, add a phone line, request a repair, check status on  
12 repair orders, and view a history of repair requests, among other self-service  
13 options. Verizon's web services are further tailored by customer class, offering  
14 appropriate services for each class. For instance, large business customers can  
15 also place orders for Verizon data and voice products, review and pay invoices,  
16 request repairs, and even monitor, analyze and control telecom services with  
17 Verizon's network management dashboard.

18 Verizon noted in response to Staff Follow-up Data Request G II FDR 2-16  
19 that it offers a wide variety of self-service options to customers calling with  
20 questions or requests. For instance, Verizon retail customers can pay by phone,  
21 using a check, or by credit card, using an automated service. Customers can also  
22 obtain account information, learn about Verizon products and services, report a

1 repair problem, and obtain directory listings, all without the assistance of a  
2 customer service representative.

3 Verizon also offers various forms of self-service technology to DSL  
4 customers. Verizon sends an installation CD directly to customers, providing  
5 installation instructions. In addition, customers can use a voice-response system  
6 to schedule DSL installation.

7 **Q. Discuss whether these differences between FairPoint's and Verizon's sales  
8 and service options are important.**

9 A. In order for FairPoint to provide a truly seamless transition for retail customers, it  
10 must provide the same sales and service options that Verizon provides. Although  
11 not all customers use self-service options, many current Verizon customers rely  
12 on these services daily to transact business and communicate with Verizon.

13 FairPoint must be able to design, develop, and deploy the technologies to  
14 support these self-service options for customers prior to cutover. Adding to the  
15 challenge, FairPoint has no experience with these self-service options,  
16 technologies, and operations. Thus, adding self-service options would contribute  
17 to FairPoint's already considerable systems, technology, and organizational  
18 implementation burden. On the other hand, if FairPoint chooses not to offer these  
19 options, it will only add to FairPoint's staffing challenge by imposing the  
20 additional burden of hiring more employees to replace these customer self-service  
21 capabilities.

22 **Q. How does FairPoint currently measure the quality of its customer sales and  
23 service call centers?**

1 A. As we noted previously, FairPoint tracks and reports monthly on customer service  
2 installation and repair quality in northern New England, including repair center  
3 performance. However, FairPoint measures other areas of customer service only  
4 minimally. For instance, according to its response to Staff Data Request 2-134,  
5 FairPoint currently measures customer sales and service performance through two  
6 metrics: service level (speed of answer) and service call abandonment. FairPoint  
7 established internal “Customer Service Metric” goals in 2005. These measures  
8 include service level and call abandonment rates in addition to some maintenance-  
9 related measurements. FairPoint tracks these internal metrics monthly and  
10 quarterly and calculates an overall grade based on them. However, some of the  
11 internal objectives FairPoint sets for these measures are less stringent than the  
12 standards the Commission has imposed on Verizon. For example, FairPoint’s  
13 most recent objective (from the second quarter 2006 through the first quarter  
14 2007) for service level was 75 percent of calls answered within 30 seconds, but  
15 the Commission imposed in Order No. 22,484 a call-answer standard for Verizon  
16 of 85 percent within 20 seconds.

17 **Q. Did FairPoint meet its internal customer sales and service objectives?**

18 A. In response to Staff Data Request 3-114, FairPoint provided performance metrics  
19 for fourth quarter 2005 and fourth quarter 2006. While FairPoint met most of its  
20 objectives, FairPoint’s service level performance was lower than the standard the  
21 Commission ordered Verizon to meet in Order No. 22,484. This raises the  
22 question as to whether FairPoint has planned for an adequate call center staff. If

1 not, this would add to the staffing concerns we have already addressed in this  
2 testimony.

3 **Q. Where does FairPoint stand in completing the design of the retail end-user bill**  
4 **it proposes to use?**

5 A. FairPoint has not provided a copy of the proposed billing format. However,  
6 FairPoint's response to Staff Data Request FDR III-12 indicates that it intends to  
7 maintain the current retail end-user bill format. In any case, FairPoint should  
8 assure that its bill formats comply with Commission standards.

9 **Q. Does FairPoint plan to make any changes in the billing and payment options**  
10 **currently available to retail customers?**

11 A. The response to Staff Data Request 2-113 suggests that FairPoint has not yet  
12 determined whether it will change any of the existing billing and payment options  
13 available to retail customers. Because many customers pay their bills in person at  
14 qualified third-party locations, it is important that FairPoint not neglect to  
15 negotiate contracts with the same payment agencies Verizon uses in order to  
16 allow customers the option to continue paying at the same locations they use  
17 currently. In addition, customers who pay through Verizon's on-line bill payment  
18 system must be transitioned smoothly to FairPoint's. This involves an agreement  
19 with Verizon to redirect customers to FairPoint as well as communication with  
20 those customers to provide them with the appropriate web address for future  
21 payments. It will also entail the establishment of user i.d.'s and passwords.  
22 FairPoint must be prepared to address this prior to cutover so that customers are  
23 prepared and can make their payments on time.

1 **Q. What experience does FairPoint have in measuring customer satisfaction or**  
2 **customer expectations?**

3 A. FairPoint has provided no evidence in this proceeding of significant experience  
4 measuring customer satisfaction or customer expectations. FairPoint's response to  
5 Staff Data Request 2-104 stated that it intends to survey its customers before and  
6 after the transition, but FairPoint has not provided any details of these plans nor a  
7 timeline for the studies.

8 **Q. What is FairPoint's practice for tracking and analyzing customer**  
9 **complaints?**

10 A. FairPoint's response to Staff Data Request 2-128 indicates that the company  
11 tracks and analyzes customer complaints received. Commission data show that  
12 there were no formal complaints against FairPoint New Hampshire during the last  
13 five years; however, FairPoint currently has relatively few customers in New  
14 Hampshire.

15 **Q. What are your observations about the lack of customer research?**

16 A. In order for a company to determine that perceptions of its service have improved  
17 or declined it must ask its customers. Companies that do not measure customer  
18 satisfaction are simply guessing how customers perceive their service. Customer  
19 satisfaction measurement provides discrete examples that can be used within an  
20 organization to further streamline and improve service. Companies, including  
21 Verizon and other New Hampshire utilities, have been measuring customer  
22 satisfaction and asking customers for feedback for many years.

1 **Q. Please discuss any other customer service issues you consider to be important**  
2 **to a smooth transition.**

3 A. To help New Hampshire customers understand and prepare for changes in their  
4 telecommunications service, FairPoint must communicate effectively with  
5 Verizon New Hampshire retail customers about the transition. In order to do this  
6 effectively, FairPoint must develop a communications plan to inform customers  
7 about the transition and any items that need their attention. For instance, it is  
8 important that FairPoint communicate with all Verizon customers who pay their  
9 bills through third-party payment agents or their own banking websites to make  
10 sure that payment and banking information is properly transitioned from Verizon  
11 to FairPoint. It will also be important to make sure that all sales and service  
12 communications are redirected properly to FairPoint upon cutover. For instance,  
13 FairPoint must make sure that all relevant published Verizon contact phone  
14 numbers are redirected to FairPoint; at least until new numbers can be published  
15 and correctly communicated to customers. FairPoint must also be able to  
16 effectively communicate with customers about any issues and problems that arise  
17 during the transition (*e.g.*, system issues, service problems, employee training  
18 issues, among others), to minimize customer confusion, long wait times, and  
19 dissatisfaction.

20 **Q. Please summarize your testimony about retail service issues.**

21 A. Failure of FairPoint to address the broadband, network service quality, capital  
22 investment, staffing, and back-office system issues we have already raised can  
23 have a negative effect on retail customer service. In addition, FairPoint should

1 provide the same sales, service, billing, and collections options retail customers  
2 currently have through Verizon. FairPoint should also assure that call center  
3 quality meets Commission standards. In addition, FairPoint needs to complete its  
4 customer transition and communications planning and engage in customer  
5 research both during the transition and beyond.

6 **WHOLESALE SERVICE**

7 **Q. Having discussed FairPoint’s ability to provide service to retail customers in**  
8 **New Hampshire, please now compare serving retail customers with serving**  
9 **wholesale customers.**

10 A. The wholesale telecommunications market has a number of distinct characteristics  
11 that distinguish it from the retail large business customer market. For one thing,  
12 among the principal wholesale customers are the CLECs, who provide  
13 competitive local service, and the Interexchange Carriers (IXCs), who provide  
14 competitive long-distance service. Many of the wholesale customers are direct  
15 competitors of Verizon and would also be direct competitors of FairPoint under  
16 this proposed transaction.

17 Given this market dynamic, the incumbent local exchange carrier (ILEC)  
18 must assure that it provides non-discriminatory service to its wholesale customers,  
19 and complies with applicable state and federal statutes and regulations. Not the  
20 least of these is Section 251 of the federal Communications Act, which requires  
21 non-discriminatory access to resold local service and certain unbundled network  
22 elements.

23 **Q. Compare the services offered to the retail and wholesale markets.**

1 A. An ILEC is required to provide a number of specialized services in the wholesale  
2 market that it does not typically offer to large business retail customers, such as  
3 access services to interexchange carriers, and network interconnection; non-rural  
4 ILECs must also provide resold local service, collocation of equipment in central  
5 offices, and unbundled network elements, among others. Many of these  
6 specialized services require significant coordination between the incumbent LEC  
7 and the wholesale carrier. For example, provision of unbundled loop services  
8 often requires a specialized procedure called a hot cut that requires careful  
9 coordination between the ILEC and the CLEC to assure no interruption of service  
10 to the customer. ILECs must also offer portability of a customer's telephone  
11 number, and this process also requires significant inter-entity coordination.

12 **Q. What OSS obligations does an ILEC have to wholesale customers?**

13 A. A non-rural ILEC must provide access to its OSS. Verizon accomplishes this  
14 through specialized electronic interfaces that allow the wholesale customer to  
15 order services, issue trouble tickets, and obtain pre-ordering, provisioning,  
16 maintenance and repair, and billing information.

17 **Q. What is the significance of the wholesale market for New Hampshire**  
18 **residents?**

19 A. In addition to the fact that wholesale companies provide employment within New  
20 Hampshire, many of them are Verizon's competitors, as noted above. A strong  
21 competitive telecommunications market gives New Hampshire citizens a choice  
22 of service providers and the benefits that flow from a competitive market.

23 **Q. Describe FairPoint's experience in providing wholesale services.**

1 A. FairPoint has no experience in providing the full range of wholesale local service  
2 offerings required of Verizon. Even for the limited range of wholesale services it  
3 does provide, such as interexchange carrier access, it has no experience doing so  
4 through automated interfaces. (See FairPoint response to Staff Data Request 3-  
5 15.) Instead, according to FairPoint's responses to Staff Data Requests 3-5, 3-8  
6 and 3-10, FairPoint processes orders and receives trouble reports through such  
7 means as facsimile, e-mail, telephone calls, and United States mail. In addition,  
8 according to FairPoint's response to Staff Data Request 3-9, FairPoint does not  
9 regularly maintain any wholesale service quality metrics.

10 This circumstance raises an important concern, given the complexity of  
11 providing the full range of wholesale services in the volume that Verizon has been  
12 supporting. These services have evolved significantly since they were first  
13 introduced (the early 1980s for access services and the mid-1990s for wholesale  
14 local services). As the services were introduced, wholesale carriers experienced a  
15 number of difficulties in the availability of the services but especially in the  
16 quality of access to the ILEC OSS. In fact, many of the original problems with  
17 these systems resulted from the use of the same types of interfaces (for example,  
18 facsimile, telephone calls, and e-mail) that FairPoint uses today. As a result, the  
19 RBOCs, including Verizon, were subject to rigorous testing as part of the Section  
20 271 process in seeking access to the in-region interLATA long-distance market.  
21 These tests examined Verizon's electronic interfaces and other procedures, such  
22 as the collocation process and the unbundled loop hot cut process, to ascertain  
23 whether Verizon provides non-discriminatory access.

1 **Q. How can FairPoint's lack of wholesale experience affect customers?**

2 A. To the extent the initial problems that the industry experienced when wholesale  
3 services were introduced have been ameliorated, improvements have been  
4 accomplished principally through the development of complex and sophisticated  
5 systems and the experience gained by the ILEC wholesale operations personnel.  
6 However, FairPoint will not be using Verizon's current wholesale operations  
7 support systems. Instead, FairPoint plans to create new replacement systems and  
8 interfaces, including some forms of electronic interfaces with which it has no  
9 experience. (See FairPoint responses to CLEC Data Requests Group III 1-23, 1-  
10 28, and 1-29.) Thus, managing this type of interface will be completely new for  
11 the company. Furthermore, important aspects of these systems, such as the  
12 functionality of pre-ordering query capabilities, are still under consideration and  
13 have not been finalized. (See FairPoint response to Staff Data Request 3-49.)

14 Equally important, FairPoint plans to recreate a new wholesale  
15 organization and establish completely new wholesale work centers and has only  
16 begun the process of doing so. The transition plans also do not call for Verizon to  
17 provide any training of FairPoint personnel in wholesale processes and systems.  
18 Thus, FairPoint will not be able to draw on the expertise of a wholesale staff,  
19 further hampering its ability to provide service to wholesale customers.

20 **Q. What is FairPoint doing to address the need for trained personnel to serve**  
21 **wholesale customers?**

22 A. FairPoint is working to hire experienced professionals with knowledge of the  
23 wholesale marketplace, but has not yet provided the exact number they intend to

1 hire, noting only that these will be part of the 700 new employees that FairPoint  
2 plans to hire. (See the Direct Testimony of Peter G. Nixon on Behalf of FairPoint  
3 Communications, Inc., March 23, 2007, p. 15, lines 2-15.) So far, FairPoint has  
4 hired two upper-level managers, Mr. Brian Lippold as Vice President of  
5 Wholesale Services and Ms. Michelle Hymson as Assistant VP of Wholesale  
6 Services. (See FairPoint response to Staff Data Request 3-89 and Vermont  
7 Rebuttal Testimony of Peter G. Nixon, June 27, 2007, page 16, line 15.)  
8 However, there are a large number of positions that FairPoint still needs to fill. In  
9 addition to filling positions, FairPoint is likely to experience start-up problems  
10 that are common in any newly created organization.

11 **Q. What is FairPoint doing to replace the Verizon wholesale operations support**  
12 **systems?**

13 A. FairPoint has included the wholesale operations support systems among the many  
14 systems that it is creating as part of the back-office systems development. The  
15 same concerns we have noted above about FairPoint's ability to create those  
16 systems on time apply in the wholesale arena. Furthermore, as is true for all the  
17 other new systems that FairPoint is creating, they will need to train their  
18 employees to use the new systems.

19 However, there is an important element that is unique to wholesale:  
20 namely, the need for external access to the systems. This requires an additional  
21 step in the system development process – the need to train wholesale customers  
22 on the new systems and, ideally, to conduct some form of user acceptance testing  
23 with the wholesale customers. These factors add another layer of complexity to

1 the development and testing process. To date, although FairPoint recognizes the  
2 need to communicate with wholesale customers about the transition, it has not  
3 finalized its transition process for wholesale customers. (See FairPoint responses  
4 to Staff Data Request 3-47.)

5 Furthermore, FairPoint has stated that it does not plan to engage in  
6 external user acceptance testing with wholesale customers but plans to develop “a  
7 certification process by which wholesale customers may validate the interface  
8 through a joint FairPoint/wholesale customer process.” (See FairPoint response to  
9 Staff Data Request 3-48.) It is unclear whether this certification process will be  
10 comprehensive enough and allow sufficient time for the wholesale carriers to  
11 determine the adequacy of the interfaces FairPoint is making available to them.

12 **Q. What impact could these issues have?**

13 A. These issues will affect not only the wholesale carriers but also the end-user  
14 customers of those carriers. Wholesale customers will be dependent on the level  
15 of service that FairPoint would provide under this proposed transaction.  
16 Consequently, any degradation of the level of service wholesale customers  
17 receive relative to what they are currently experiencing with Verizon can have a  
18 direct impact on their customers and, as a result, a direct financial impact on  
19 them. For example, if a CLEC experiences unexpected delays in provisioning  
20 services or interruptions of service, its customers will experience the same delays  
21 and service interruptions. Such problems could cause a wholesale carrier to lose  
22 its customers to another carrier, thereby directly affecting its revenues.

1           Furthermore, when FairPoint creates new electronic interfaces, the  
2           wholesale carriers may need to adapt or modify their interfaces and systems in  
3           order to do business with FairPoint. At a minimum, they will need to be trained  
4           on the use of the new FairPoint systems and to test whether they can successfully  
5           complete transactions with FairPoint. The CLECs should not be forced to bear  
6           the expense of such system changes and training simply because of an ownership  
7           change of the incumbent local exchange carrier.

8   **Q.   What do you understand FairPoint to be doing to mitigate the impact of the**  
9   **transition on wholesale customers?**

10   A.   FairPoint stated during the technical conference on June 3 that the standards for  
11   the interfaces and the intercompany transactions it plans to use are fully  
12   compatible with industry standards developed by the Ordering and Billing Forum  
13   and other bodies of the Alliance for Telecommunications Industry Solutions.  
14   Because most wholesale customers prefer to use systems that are based on these  
15   standards, the FairPoint systems should be consistent with the systems that the  
16   wholesale carriers already have in place. FairPoint has also stated that it plans to  
17   provide training materials to wholesale customers at least six months prior to  
18   cutover at no cost to the customers, but the details of the process have not yet  
19   been completed. (See FairPoint response to Staff Data Request 3-63.) We note,  
20   however, that the current target date for cutover is May 2008, which would mean  
21   that training materials would have to be available to the CLECs by December  
22   2007 in order to meet FairPoint's schedule. As with other dates associated with  
23   the transition (discussed earlier in this testimony), these dates appear to be

1 unrealistically short, given that FairPoint has not yet even completed its system  
2 design, let alone the system development. There is considerable danger, as a  
3 result, that CLECs will not be given sufficient time to receive training, adapt their  
4 interfaces, and perform testing to ensure compatibility.

5 In addition, FairPoint has agreed to adopt the Verizon wholesale New  
6 Hampshire Performance Assurance Plan (PAP) to the extent it is incorporated by  
7 reference in the Verizon ICAs and to “comply with the carrier-to-carrier standards  
8 in effect as of the closing.” (See Direct Testimony of Peter G. Nixon on Behalf of  
9 FairPoint Communications, Inc., March 23, 2007, p. 28, lines 6-12 and  
10 FairPoint’s response to Staff Data Request 3-93.) For those CLECs whose  
11 agreements do not reference the PAP, FairPoint has stated that it intends to  
12 provide “service levels consistent with the PAP.” (See FairPoint response to Staff  
13 Data Request 3-94.) The PAP requires Verizon to provide remedy payments to  
14 CLECs if it fails to meet specified performance standards in the provision of  
15 various wholesale local services. This provides an additional incentive for  
16 FairPoint, because if FairPoint fails to meet the performance standards due to  
17 problems with creating the wholesale OSS and setting up a new wholesale  
18 organization, it will be subject to those remedy payments. However, FairPoint  
19 would be obligated to do so only for CLECs whose ICAs reference the PAP.  
20 Thus, absent a formal commitment on the part of FairPoint, the payment  
21 incentives would presumably not apply for CLECs whose ICAs do not reference  
22 the PAP or who buy wholesale services through a tariff rather than an ICA.

1 **Q. Discuss the degree to which the actions that FairPoint has taken and plans to**  
2 **take alleviate your concerns about their ability to provide high quality**  
3 **service to wholesale customers.**

4 A. The actions FairPoint has taken and plans to take only partially alleviate our  
5 concerns. Whenever a company creates a new organization and supporting  
6 systems, unexpected problems tend to arise. Furthermore, as the rest of our  
7 testimony indicates, the wholesale organization and systems are simply one set  
8 out of many that FairPoint is attempting to recreate simultaneously. Furthermore,  
9 as noted in Mr. Vickroy's testimony, FairPoint's financial resources are  
10 significantly smaller than Verizon's. Hence, FairPoint may be unable to meet an  
11 obligation to make substantial remedy payments to CLECs under the PAP  
12 because of poor wholesale performance. Therefore, we believe that additional  
13 safeguards should be in place to make sure that the impact on the wholesale  
14 customers is minimized.

15 **Q. Are there any other concerns you have about the impact of this proposed**  
16 **transaction on wholesale customers?**

17 A. Yes. FairPoint has confirmed that it believes that Verizon's obligations under  
18 Section 251 of the federal Communications Act will continue to apply and that it  
19 will not seek any rural exemption from any of those requirements. (See FairPoint  
20 response to Staff Data Request 3-86.) However, FairPoint has claimed that it  
21 should not be considered a BOC (see FairPoint response to CLEC Data Request  
22 1-3). This means that FairPoint would no longer have some obligations that  
23 currently apply to Verizon, including the provision of certain services that Section

1 271 of the Communications Act requires. We believe it is important to ensure  
2 that the proposed FairPoint/Verizon transaction maintain the current competitive  
3 “playing field” in New Hampshire by requiring FairPoint to assume Verizon’s  
4 obligations.

5 **Q. Does FairPoint intend to assume all Verizon obligations?**

6 A. FairPoint has proposed to assume Verizon’s wholesale tariffs, interconnection  
7 agreements and other contracts, and provide interconnection, wholesale services,  
8 and unbundled network elements to competitive local exchange and other carriers.  
9 (See the Direct Testimony of Peter G. Nixon on Behalf of FairPoint  
10 Communications, Inc., March 23, 2007, p. 27, lines 1-11, and FairPoint response  
11 to Staff Data Request 3-69.) The details of any possible changes that FairPoint  
12 might make have apparently not yet been determined, however. (See FairPoint  
13 response to Staff Data Request 3-88.)

14 FairPoint notes that it may need to modify some of the Verizon ICAs  
15 because of references to or reliance on services provided outside the northern  
16 New England region. For example, FairPoint has stated that it plans, as specified  
17 in the Merger Agreement, to pro rate minimum volume commitments that  
18 Verizon makes to CLECs across multiple states. (See FairPoint response to Staff  
19 Data Request 3-83.) However, “FairPoint stands ready to honor interconnection  
20 agreements on substantially the same terms and conditions as are in place today,  
21 so as not to disrupt existing arrangements,” according to the Direct Testimony of  
22 Peter G. Nixon on Behalf of FairPoint Communications, Inc., March 23, 2007, p.  
23 27, lines 16-22. (See also, FairPoint response to Staff Data Request 3-84.)

1           Despite its statements, FairPoint has not clearly stated how long such  
2 commitments will continue or whether they would offer the same terms to new  
3 wholesale carriers. It is not clear, for example, how FairPoint will treat ICAs that  
4 will have expired before the closing date or ICAs and commercial agreements that  
5 will expire after closing. FairPoint may choose to substantially modify the terms  
6 of these agreements. We also note that FairPoint currently has limited experience  
7 with such agreements. (See FairPoint responses to Staff Data Requests 3-15 and  
8 3-75.)

9           Furthermore, FairPoint has stated that at some future point it may seek a  
10 change in the competitive impairment designation of one of the wire centers in  
11 New Hampshire because of the changed status of MCI as a result of this  
12 transaction, although it currently has no plans to do so. In response to Staff Data  
13 Request 3-87, FairPoint noted that this particular wire center contains a  
14 collocation arrangement of the former MCI. Under the terms of the Verizon-MCI  
15 merger agreement, MCI was not counted as a fiber-based collocater for the  
16 purpose of determining competitive impairment. If the status of this wire center  
17 were to change, it could affect the availability to CLECs of certain high-capacity  
18 transport and loops in that center.

19           In sum, FairPoint's stated commitments do not provide much certainty to  
20 wholesale customers about the continued availability of the services provided by  
21 Verizon that they currently depend on to provide their own service offerings. We  
22 therefore cannot determine that this transaction is in the public good unless

1 FairPoint clearly assumes all of Verizon’s obligations pertaining to wholesale  
2 markets, including those required of a BOC.

3 **Q. What is the significance of Verizon’s so-called “forbearance” petition to this**  
4 **proceeding?**

5 A. Verizon has petitioned the FCC in WC Docket No. 06-172 to approve forbearance  
6 from some of its wholesale obligations in the Boston Metropolitan Statistical Area  
7 (MSA), given the level of competition in that region. The Boston MSA includes  
8 the New Hampshire counties of Rockingham and Strafford. It is not clear to what  
9 extent this petition would apply to FairPoint or whether FairPoint would pursue  
10 the issue further if it did not. FairPoint has stated that it takes no position  
11 regarding this petition. (See FairPoint response to CLEC Data Request Group III  
12 1-49.) This adds yet another level of regulatory uncertainty for the wholesale  
13 customers to deal with.

14 **Q. Please summarize your testimony about wholesale service issues.**

15 A. FairPoint has almost no experience providing service to wholesale customers. The  
16 issues associated with the provision of such service are complex and contentious,  
17 and most are unique to the wholesale market. FairPoint will need not only to  
18 develop new systems but also to set up completely new work groups and work  
19 centers to serve these customers. In order to maintain a vital competitive market  
20 in New Hampshire, FairPoint must make this transition as smooth as possible for  
21 wholesale customers and maintain a stable operating environment for them.  
22 Although FairPoint has committed to provide a smooth transition and to offer the  
23 same services and maintain a stable operating environment in the short run,

1 FairPoint has also chosen to distance itself from some potential Verizon  
2 obligations by seeking to avoid classification as a BOC. Without clear  
3 commitments from FairPoint to maintain Verizon's obligations for a specific  
4 period of time, we cannot conclude that this transaction is in the public good.

## 5 **RECOMMENDATIONS**

6 **Q. Based on your analysis of the important operational considerations**  
7 **associated with this transaction, what recommendations would you make to**  
8 **the Commission?**

9 A. From an operational point of view, we believe that a number of positive aspects to  
10 this transaction can bring benefits to the consumers and businesses of New  
11 Hampshire. We believe that if FairPoint can successfully weather the transition  
12 while maintaining a healthy business, it can indeed bring focus to addressing the  
13 needs of New Hampshire customers that Verizon, with its broader geographic  
14 interests and concerns, may no longer bring to the state. In addition, FairPoint's  
15 management genuinely appears to have a desire to provide good service and  
16 innovative products to New Hampshire customers, not the least of which would  
17 be expanded access to DSL.

18 However, there are enough significant uncertainties about the ultimate  
19 success of the transaction and potential risks to New Hampshire customers that  
20 we believe this transaction is not in the public interest without modification.  
21 Therefore, if the Commission chooses to approve this transaction after reviewing  
22 all the considerations, we believe that it should place conditions upon such  
23 approval. In particular, in addition to addressing the financial issues raised in Mr.

1 Vickroy's testimony, the Commission should make any approval of this  
2 transaction conditional upon two significant changes in the terms of the  
3 transaction and should require FairPoint and Verizon to meet certain conditions  
4 immediately prior to and after completion of the transaction.

5 **Q. What is the first change in the terms of the transaction that you recommend?**

6 A. As we have noted, we are very concerned that the structure of the TSA can  
7 provide the wrong incentives for FairPoint. There are two aspects of the TSA  
8 structure, in particular, that concern us: (a) the unlimited increasing monthly costs  
9 of the services after month 12 and (b) the fact that all services must be flash cut at  
10 one time. The rationale that Verizon has provided for the increasing monthly  
11 TSA costs is to provide an incentive for FairPoint to transition rapidly to its own  
12 systems. As we have noted, however, FairPoint does not really need any  
13 additional incentives to do so, because, at a minimum, it expects to save money  
14 with its new operating environment relative to the cost of the TSA services. We  
15 have also noted the great dangers of a premature withdrawal from the TSA  
16 services before the replacement systems are thoroughly tested and operational.  
17 With regard to the second point, although we recognize that the integrated nature  
18 of many of the services provided in the TSA would require these services to be  
19 transitioned together as a unit, it is by no means necessary to require all the  
20 services to do so. For example, human resources and other corporate services  
21 should be relatively separable from the other services and FairPoint should be  
22 able to transition them separately.

1           Therefore, we recommend that the Commission require revisions in the  
2 terms of the TSA. These revisions should address the following issues, among  
3 others: elimination of the increasing monthly charges for the services after month  
4 12, segmentation of service groups that could be transitioned at separate times  
5 with an associated reduction in the monthly TSA costs, and reduction in the  
6 overall cost of the TSA to mitigate its financial impact on FairPoint if the TSA  
7 lasts longer than FairPoint currently projects, which we believe is likely. We look  
8 forward to the opportunity to address this issue along with others during the  
9 settlement process that the Commission has provided.

10 **Q. Do you have any other recommendations to assure a successful transition?**

11 A. Yes. It is crucial that FairPoint have thoroughly tested its new systems and  
12 processes and trained the appropriate personnel to assure that the transition is  
13 successful. We recommend that the Commission review and approve FairPoint's  
14 test plan and test results for its new systems, processes, and personnel before  
15 FairPoint be allowed to cutover from any of Verizon's TSA services involving  
16 OSS. For the sake of service quality in New Hampshire and in view of the recent  
17 Hawaiian Telcom experience, FairPoint and its systems development contractor,  
18 Capgemini, cannot be the sole decision makers regarding FairPoint's readiness to  
19 terminate its TSA services with Verizon.

20 **Q. What is the second change in the terms of the transaction that you  
21 recommend?**

22 A. As we have noted, we believe that there is considerable uncertainty in the amount  
23 of network capital expenditures that FairPoint will need to make to address

1 network service quality issues and to achieve its target of 82 percent DSL  
2 availability within 24 months of close. We have stated that we believe the  
3 principal reason for the uncertainty is the limited due diligence that FairPoint has  
4 performed. However, we believe that Verizon shares responsibility for these  
5 issues, because any service quality issues and limited DSL availability in New  
6 Hampshire stem directly from Verizon's past management of the business.

7 Therefore, we propose that the Commission require Verizon to provide at  
8 least three months prior to closing the detailed information about the network and  
9 unfettered access to the network facilities in New Hampshire that would be  
10 necessary for FairPoint to develop a complete and well founded broadband plan  
11 for New Hampshire and to perform a thorough root-cause analysis of network  
12 service quality issues. Based on this information, and at least one month prior to  
13 close, FairPoint must develop a more precise estimate of the capital expenditures  
14 necessary to meet its broadband target and to address service quality issues.

15 Currently, FairPoint has estimated a cost of **[BEGIN HIGHLY**  
16 **CONFIDENTIAL]** **[END HIGHLY CONFIDENTIAL]** for the  
17 DSL build-out. Therefore, Verizon should be required to put in escrow for  
18 FairPoint's use the funds necessary for those capital expenditures in the new,  
19 more precise estimate of the DSL expenditures that exceed by more than 50  
20 percent FairPoint's current estimate; that is, Verizon should be required to provide  
21 funding for any amount exceeding **[BEGIN HIGHLY CONFIDENTIAL**  
22 **INFORMATION]** **[END HIGHLY CONFIDENTIAL**  
23 **INFORMATION]**

1 **Q. You mentioned that you recommend that the Commission require the**  
2 **applicants to meet certain additional conditions after completion of the**  
3 **transaction. What are these conditions?**

4 A. There are several, and they are related to FairPoint's broadband plan, other  
5 network issues, staffing, network service quality, retail services, and wholesale  
6 service.

7 **Q. What conditions would you recommend the Commission impose on**  
8 **FairPoint's broadband plan?**

9 A. We have already noted and addressed to some extent the fact that the cost of  
10 FairPoint's broadband plan may be much larger than it anticipates. Because the  
11 addressing the severe deficit in DSL availability is extremely important for the  
12 customers of New Hampshire and because there may be pressures on FairPoint to  
13 delay their DSL investments, we believe that strict conditions should be placed on  
14 FairPoint to assure that they meet and exceed their current target of 82 percent  
15 availability within a reasonable timeframe. Therefore, we recommend that the  
16 Commission require FairPoint to provide the following levels of DSL availability:

- 17 • 75 percent of all access lines within 18 months of close
- 18 • 82 percent of all access lines within 24 months of close
- 19 • 95 percent of all access lines within 60 months of close.

20 **Q. What conditions would you recommend the Commission impose regarding**  
21 **other network issues?**

22 A. We have noted that there are several on-going and unexpected capital projects that  
23 will likely continue after closing, such as the Raymond central office remediation

1 work and the Pinkham Notch ring construction. Verizon should be required to  
2 pay to the full cost of these projects, even if they continue after closing. In  
3 addition, Verizon should be required to pay for any other unexpected capital  
4 expenditures for remediation work of past known problems similar to that in the  
5 Raymond central office for one year after closing. In addition, we recommend  
6 that three months prior to close, FairPoint be required to provide the Commission  
7 its plans for the ALI database updates and how it plans to monitor the health of its  
8 E-911 connectivity with the PSAPs. At the same time, FairPoint must provide the  
9 Commission with its plan for the replacement of all network functions currently  
10 performed by Verizon, including, but not limited to, operator services, directory  
11 assistance, and AIN services.

12 **Q. What conditions would you recommend the Commission impose regarding**  
13 **staffing?**

14 A. Because an experienced, fully trained staff is essential to the smooth operations of  
15 the business, the Commission should closely monitor the status FairPoint's  
16 staffing plans. Therefore, FairPoint should be required to provide monthly  
17 updates to the Commission, beginning three months prior to close, of the status of  
18 FairPoint's staffing plans and progress filling its open jobs, including the  
19 experience and training level both of these new employees and those transferred  
20 from Verizon. In addition, Verizon must make its employees available to  
21 provide training to FairPoint's new staff at FairPoint's request and at no  
22 additional cost to FairPoint.

1 **Q. What conditions would you recommend the Commission impose regarding**  
2 **network service quality?**

3 A. As we have noted, FairPoint has insufficient knowledge of the details of  
4 Verizon's network to assure that it can make the necessary enhancements either in  
5 staffing or network investments to address the existing service quality problems.  
6 In addition, the systems changes that FairPoint is making will require changes in  
7 the way service quality measures are calculated and reported, potentially affecting  
8 the Commission's ability to monitor service quality. Therefore, we recommend  
9 that the Commission impose the following conditions:

- 10 • Within two months of close, FairPoint must present the Commission with  
11 detailed service quality improvement plans along with an estimate of the  
12 capital and operational cost of implementing these plans.
- 13 • FairPoint must agree to an independent audit of its service quality  
14 measurement reports one year after cutover.
- 15 • FairPoint must commit to bring service quality up to Commission-  
16 imposed standards by nine months after close.
- 17 • FairPoint must commit to address the severe service quality problems that  
18 exist at a central office level and to meet Commission-imposed standards  
19 at this level within 12 months of close.
- 20 • Given that FairPoint is inheriting these service quality issues from  
21 Verizon, Verizon must pay 50 percent of all capital costs that FairPoint  
22 incurs to replace any faulty existing plant facilities needed to bring service  
23 quality up to standards that are uncovered by 12 months after close.

1 **Q. What conditions would you recommend the Commission impose regarding**  
2 **retail service?**

3 A. As we have noted, there are a number of risks to retail customers in New  
4 Hampshire, and many of the conditions related to the network, the TSA and back-  
5 office systems, staffing, and service quality that we have already proposed will  
6 help to mitigate these risks. However, to minimize the risks even further, we  
7 recommend the Commission impose the following additional conditions on  
8 FairPoint:

- 9 • FairPoint must commit to provide before it transitions from the TSA the  
10 same customer sales and service options, including self-service tools, that  
11 Verizon currently provides.
- 12 • FairPoint must assume all relevant published Verizon contact phone  
13 numbers or have them redirected to FairPoint, at least until new numbers  
14 can be published and correctly communicated to customers.
- 15 • FairPoint must negotiate contracts with the same payment agencies used  
16 by Verizon to ensure that customers can continue paying in-person at a  
17 qualified third-party location.
- 18 • FairPoint's must assemble and review with the Commission a viable and  
19 comprehensive customer communications plan at least three months prior  
20 to close.
- 21 • FairPoint must provide for the Commission's review a copy of its  
22 proposed bill format at least three months prior to cutover.

1           • FairPoint must meet the Commission’s call center standards within six  
2           months of cutover.

3 **Q.    What conditions would you recommend the Commission impose regarding**  
4 **wholesale service?**

5 A.    The Commission should impose certain wholesale commitments on FairPoint to  
6        assure that a vigorous competitive market is maintained in New Hampshire. In  
7        particular, the Commission should require the following:

8           • FairPoint must assume the Verizon PAP for all CLECs, regardless of  
9           whether the PAP is referenced in the CLEC’s interconnection agreement  
10          or whether the CLEC purchases out of a tariff.

11          • FairPoint must agree to an independent audit of the PAP report one year  
12          after cutover.

13          • FairPoint must commit to provide for a period of five years after close all  
14          products and services, including collocation options, that Verizon offers,  
15          regardless of whether these services stem from Verizon’s status as a BOC,  
16          such as those related to section 271.

17          • FairPoint must commit not to seek for five years after close any change in  
18          its wholesale obligations, through such means as forbearance or other  
19          regulatory waivers.

20          • FairPoint must commit to involve wholesale customers in the readiness  
21          testing of its new wholesale systems.

22 **Q.    Does this complete your testimony?**

23 A.    Yes it does.